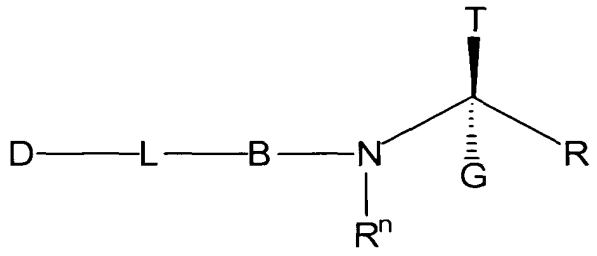
WHAT IS CLAIMED IS:

1) A compound represented by structural formula (I)



(I)

where

D is a mono-, bi-, or tricyclic saturated, unsaturated, or aromatic ring, each ring having 5-, 6- or 7 atoms in the ring where the atoms in the ring are carbon or from one to four heteroatoms selected from the group nitrogen, oxygen, and sulfur, where any carbon or sulfur ring atom may optionally be oxidized, each ring substituted with 0-3 R^d;

L is a bivalent linking group selected from the group

$-L^3-L^2-L^1-$,

$-L^4-L^3-L^2-L^1-$ and

$-L^5-L^4-L^3-L^2-L^1-$,

where

L^1 is selected from oxo (-O-), $S(O)_s$, C(=O), $CR^1R^{1'}$, CR^1, het, NR^n and N,

L^2 is selected from oxo (-O-), $S(O)_s$, C(=O), C(=N-O-R^o), $CR^2R^{2'}$, CR^2, het, NR^n and N,

L^3 is selected from oxo (-O-), $S(O)_s$, C(=O), C(=N-O-R^o), $CR^3R^{3'}$, CR^3, het, NR^n and N,

L^4 is absent or is selected from oxo (-O-), $S(O)_s$, C(=O), C(=N-O-R^o), $CR^4R^{4'}$, CR^4, NR^n and N, and

L^5 is absent or is selected from oxo (-O-), $S(O)_s$, C(=O), $CR^5R^{5'}$, CR^5, NR^n and N, provided that only one of L^1 - L^3 may be het and that when one of L^1 - L^3 is het the other L^1 - L^5 may be absent, where

R^1, $R^{1'}$, R^2, $R^{2'}$, R^3, $R^{3'}$, R^4, $R^{4'}$, R^5 and $R^{5'}$ each are independently selected from R^a, R^c and U-Q-V-W,

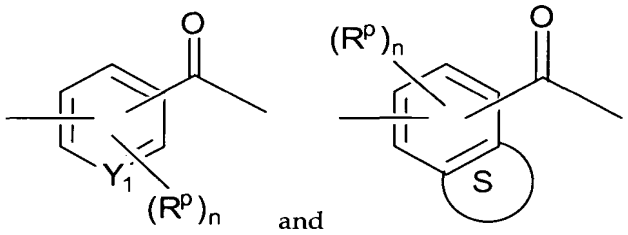
optionally, R^2 and $R^{2'}$ separately or together may form a saturated, unsaturated or aromatic fused ring with B through a substituent R^p on B, the fused ring containing 5, 6 or 7 atoms in the ring and

optionally containing 1-3 heteroatoms selected from the group O, S and N, where any S or N may optionally be oxadized;

optionally, R^3 and $R^{3'}$ separately or together and R^4 and $R^{4'}$ separately or together may form a saturated, unsaturated or aromatic fused ring with D through a substituent R^d on D, the fused ring containing 5, 6 or 7 atoms in the ring and optionally containing 1-3 heteroatoms selected from the group O, S and N, where any S or N may optionally be oxidized;

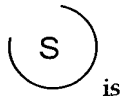
also optionally, each R^1-$R^{5'}$, NR^n or N in L^1- L^5 together with any other R^1- $R^{5'}$, NR^n or N in L^1-L^5 may form a 5, 6 or 7 member homo- or heterocycle either saturated, unsaturated or aromatic optionally containing 1-3 additional heteroatoms selected from N, O and S, where any carbon or sulfur ring atom may optionally be oxidized, each cycle substituted with 0-3 R^d ; and where s is 0-2;

B is selected from the group



and

where



is a fused hetero- or homocyclic ring containing 5, 6 or 7 atoms, the ring being unsaturated, partially saturated or aromatic, the heteroatoms selected from 1-3 O, S and N,

Y_1 is selected from CH and NR^n;

n is 0-3:

G is selected from hydrogen and C_1-C_6alkyl, optionally G taken together with T may form a C_3-C_6cycloalkyl optionally substituted with -V-W;

T is selected from the group

a naturally occurring α-amino-acid side chain,

and U-Q-V-W;

U is an optionally substituted bivalent radical selected from the group

C_1-C_6alkyl,

C_0-C_6alkyl-Q,

C_2-C_6alkenyl-Q, and

C_2-C_6alkynyl-Q:

where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a;

Q is absent or is selected from the group

-O-,

$-S(O)_s-$,

$-SO_2-N(R^n)-$,

$-N(R^n)-$,

$-N(R^n)-C(=O)-$,

$-N(R^n)-C(=O)-N(R^n)-$,

$-N(R^n)-C(=O)-O-$,

$-N(R^n)-SO_2-$,

-C(=O)-,

-C(=O)-O-,

-het-,

$-C(=O)-N(R^n)-$,

$-O-C(=O)-N(R^n)-$,

$-PO(OR^c)O-$ and

-P(O)O-;

where

s is 0-2 and

het is a mono- or bicyclic 5, 6, 7, 9 or 10 member heterocyclic ring, each ring containing 1-4 heteroatoms selected from N, O and S, where the heterocyclic ring may be saturated, partially saturated, or aromatic and any N or S being optionally oxidized, the heterocyclic ring being substituted with 0-3 R^h;

V is absent or is an optionally substituted bivalent group selected from

C_1-C_6alkyl,

C_3-C_8cycloalkyl,

C_0-C_6alkyl-C_6-C_{10}aryl, and

C_0-C_6alky-het;

where the substituents on any alkyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d;

W is selected from the group

hydrogen,

OR^{o},

SR^{m},

$NR^{n}R^{n'}$,

$NH\text{-}C(=O)\text{-}O\text{-}R^{c}$,

$NH\text{-}C(=O)\text{-}NR^{n}R^{n'}$,

$NH\text{-}C(=O)\text{-}R^{c}$,

$NH\text{-}SO_2\text{-}R^{s}$,

$NH\text{-}SO_2\text{-}NR^{n}R^{n'}$,

$NH\text{-}SO_2\text{-}NH\text{-}C(=O)\text{-}R^{c}$,

$NH\text{-}C(=O)\text{-}NH\text{-}SO_2\text{-}R^{s}$,

$C(=O)\text{-}NH\text{-}C(=O)\text{-}O\text{-}R^{c}$,

$C(=O)\text{-}NH\text{-}C(=O)\text{-}R^{c}$,

$C(=O)\text{-}NH\text{-}C(=O)\text{-}NR^{n}R^{n'}$,

$C(=O)\text{-}NH\text{-}SO_2\text{-}R^{s}$,

$C(=O)\text{-}NH\text{-}SO_2\text{-}NR^{n}R^{n'}$,

$C(=S)\text{-}NR^{n}R^{n'}$,

$SO_2\text{-}R^{s}$,

$SO_2\text{-}O\text{-}R^{s}$,

$SO_2\text{-}NR^{n}R^{n'}$,

$SO_2\text{-}NH\text{-}C(=O)\text{-}O\text{-}R^{c}$,

$SO_2\text{-}NH\text{-}C(=O)\text{-}NR^{n}R^{n'}$,

$SO_2\text{-}NH\text{-}C(=O)\text{-}R^{c}$,

$O\text{-}C(=O)\text{-}NR^{n}R^{n'}$,

$O\text{-}C(=O)\text{-}R^{c}$,

O-C(=O)-NH-C(=O)-R^C,

O-C(=O)-NH-SO_2-R^S and

O-SO_2-R^S;

R is selected from

C(=O)-R^Z,

C(=O)-H,

CH_2(OH) and

CH_2O-C(=O)-C_1-C_6alkyl;

R^a is $R^{a'}$ or $R^{a''}$ subsitiuted with 1-3 $R^{a'}$; where

$R^{a'}$ is selected from the group

hydrogen,

halo(F. Cl, Br, I),

cyano,

isocyanate,

carboxy,

carboxy-C_1-C_{11}alkyl,

amino,

amino-C_1-C_8alkyl,

aminocarbonyl,

carboxamido,

carbamoyl,

carbamoyloxy,

formyl,

formyloxy,

azido,

nitro,

imidazoyl,

ureido,

thioureido,

thiocyanato,

hydroxy,

C_1-C_6alkoxy,

mercapto,

sulfonamido,
het,
phenoxy,
phenyl,
benzamido,
tosyl,
morpholino,
morpholinyl,
piperazinyl,
piperidinyl,
pyrrolinyl.
imidazolyl and
indolyl;

$R^{a''}$ is selected from the group

C_0-C_{10}alkyl-Q-C_0-C_6alkyl,
C_0-C_{10}alkenyl-Q-C_0-C_6alkyl,
C_0-C_{10}alkynyl-Q-C_0-C_6alkyl,
C_3-C_{11}cycloalkyl-Q-C_0-C_6alkyl,
C_3-C_{10}cycloalkenyl-Q-C_0-C_6alkyl,
C_1-C_6alkyl-C_6-C_{12}aryl-Q-C_0-C_6alkyl,
C_6-C_{10}aryl-C_1-C_6alkyl-Q-C_0-C_6alkyl,
C_0-C_6alkyl-het-Q-C_0-C_6alkyl,
C_0-C_6alkyl-Q-het-C_0-C_6alkyl,
het-C_0-C_6alkyl-Q-C_0-C_6alkyl,
C_0-C_6alkyl-Q-C_6-C_{12}aryl and
-Q-C_1-C_6alky;

R^c is selected from hydrogen and substituted or unsubstituted

C_1-C_{10}alkyl,
C_2-C_{10}alkenyl,
C_2-C_{10}alkynyl,
C_3-C_{11}cycloalkyl,

C_3-C_{10}cycloalkenyl,

C_1-C_6alkyl-C_6-C_{12}aryl,

C_6-C_{10}aryl-C_1-C_6alkyl,

C_1-C_6alkyl-het,

het-C_1-C_6alkyl,

C_6-C_{12}aryl and

het,

where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d;

R^d is selected from R^p and R^h;

R^h is selected from the group

OH,

OCF_3,

OR^c,

SR^m,

halo(F, Cl. Br, I),

CN,

isocyanate,

NO_2,

CF_3,

C_0-C_6alkyl-$NR^nR^{n'}$,

C_0-C_6alkyl-C(=O)-$NR^nR^{n'}$,

C_0-C_6alkyl-C(=O)-R^a,

C_1-C_8alkyl,

C_1-C_8alkoxy,

C_2-C_8alkenyl,

C_2-C_8alkynyl,

C_3-C_6cycloalkyl,

C_3-C_6cycloalkenyl,

C_1-C_6alkyl-phenyl,

phenyl-C_1-C_6alkyl,

C_1-C_6alkyloxycarbonyl,

phenyl-C_0-C_6alkyloxy,

C_1-C_6alkyl-het,

het-C_1-C_6alkyl,

SO_2-het,

-O-C_6-C_{12}aryl,

-SO_2-C_6-C_{12}aryl,

-SO_2-C_1-C_6alkyl and

het,

where any alkyl, alkenyl or alkynyl may optionally be substituted with 1-3 groups selected from OH, halo(F, Cl, Br, I), nitro, amino and aminocarbonyl and the substituents on any aryl or het are 1-2 hydroxy, halo(F, Cl, Br, I), CF_3, C_1-C_6alkyl, C_1-C_6alkoxy, nitro and amino;

R^m is selected from

S-C_1-C_6alkyl,

C(=O)-C_1-C_6alkyl,

C(=O)-$NR^nR^{n'}$,

C_1-C_6alkyl,

halo(F, Cl, Br, I)-C_1-C_6alkyl,

benzyl and

phenyl;

R^n is selected from the group

R^c,

NH-C(=O)-O-R^c,

NH-C(=O)-R^c,

NH-C(=O)-NHR^c,

NH-SO_2-R^s,

$NH\text{-}SO_2\text{-}NH\text{-}C(=O)\text{-}R^C$,

$NH\text{-}C(=O)\text{-}NH\text{-}SO_2\text{-}R^S$,

$C(=O)\text{-}O\text{-}R^C$,

$C(=O)\text{-}R^C$,

$C(=O)\text{-}NHR^C$,

$C(=O)\text{-}NH\text{-}C(=O)\text{-}O\text{-}R^C$,

$C(=O)\text{-}NH\text{-}C(=O)\text{-}R^C$,

$C(=O)\text{-}NH\text{-}SO_2\text{-}R^S$,

$C(=O)\text{-}NH\text{-}SO_2\text{-}NHR^S$,

$SO_2\text{-}R^S$,

$SO_2\text{-}O\text{-}R^S$,

$SO_2\text{-}N(R^C)_2$,

$SO_2\text{-}NH\text{-}C(=O)\text{-}O\text{-}R^C$,

$SO_2\text{-}NH\text{-}C(=O)\text{-}O\text{-}R^C$ and

$SO_2\text{-}NH\text{-}C(=O)\text{-}R^C$;

$R^{n'}$ is selected from hydrogen, hydroxy and substituted or unsubstituted

$C_1\text{-}C_{11}$alkyl,

$C_1\text{-}C_{11}$alkoxy,

$C_2\text{-}C_{10}$alkenyl,

$C_2\text{-}C_{10}$alkynyl,

$C_3\text{-}C_{11}$cycloalkyl,

$C_3\text{-}C_{10}$cycloalkenyl,

$C_1\text{-}C_6$alkyl-$C_6\text{-}C_{12}$aryl,

$C_6\text{-}C_{10}$aryl-$C_1\text{-}C_6$alkyl,

$C_6\text{-}C_{10}$aryl-$C_0\text{-}C_6$alkyloxy,

C_1-C_6alkyl-het,

het-C_1-C_6alkyl,

C_6-C_{12}aryl,

het,

C_1-C_6alkylcarbonyl,

C_1-C_8alkoxycarbonyl,

C_3-C_8cycloalkylcarbonyl,

C_3-C_8cycloalkoxycarbonyl,

C_6-C_{11}aryloxycarbonyl,

C_7-C_{11}arylalkoxycarbonyl,

heteroarylalkoxycarbonyl,

heteroarylalkylcarbonyl,

heteroarylcarbonyl,

heteroarylalkylsulfonyl,

heteroarylsulfonyl,

C_1-C_6alkylsulfonyl and

C_6-C_{10}arylsulfonyl,

where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a and the substituents on any aryl, het or heteroaryl are 1-3 R^d;

R^n and $R^{n'}$ taken together with the common nitrogen to which they are attached may from an optionally substituted heterocycle selected from

morpholinyl,

piperazinyl,

thiamorpholinyl,

pyrrolidinyl,

imidazolidinyl,

indolinyl,

isoindolinyl,

1,2,3,4-tetrahydro-quinolinyl,

1,2,3,4-tetrahydro-isoquinolinyl,

thiazolidinyl and

azabicyclononyl,

where the substituents are 1-3 R^a;

R^o is selected from hydrogen and substituted or unsubstituted

C_1-C_6alkyl,

C_1-C_6alkylcarbonyl,

C_2-C_6alkenyl,

C_2-C_6alkynyl,

C_3-C_8cycloalkyl and

benzoyl,

where the substituents on any alkyl are 1-3 R^a and the substituents on any aryl are 1-3 R^p;

R^p is selected from the group

OH,

halo(F, Cl. Br, I),

CN,

isocyanate,

OR^c,

SR^m,

SOR^c,

NO_2,

CF_3,

R^c,

$NR^nR^{n'}$,

NR^n C(=O)-O-R^c,

NR^n C(=O)-R^c,

C_0-C_6alkyl-SO_2-R^c,

C_0-C_6alkyl-SO_2-$NR^nR^{n'}$,

C(=O)-R^c,

O-C(=O)-R^c,

C(=O)-O-R^c and

C(=O)-$NR^nR^{n'}$,

where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d;

R^s is a substituted or unsubstituted group selected from

C_1-C_8alkyl,

C_2-C_8alkenyl,

C_2-C_8alkynyl,

C_3-C_8cycloalkyl,

C_3-C_6cycloalkenyl,

C_0-C_6alkyl-phenyl,

phenyl-C_0-C_6alkyl,

C_0-C_6alkyl-het and

het-C_0-C_6alkyl,

where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d;

R^z is a substituted or unsubstituted group selected from

hydroxy,

C_1-C_{11}alkoxy,

C_3-C_{12}cycloalkoxy,

C_8-C_{12}aralkoxy,

C_8-C_{12}arcycloalkoxy,

C_6-C_{10}aryloxy,

C_3-C_{10}alkylcarbonyloxyalkyloxy,

C_3-C_{10}alkoxycarbonyloxyalkyloxy,

C_3-C_{10}alkoxycarbonylalkyloxy,

C_5-C_{10}cycloalkylcarbonyloxyalkyloxy,

C_5-C_{10}cycloalkoxycarbonyloxyalkyloxy,

C_5-C_{10}cycloalkoxycarbonylalkyloxy,

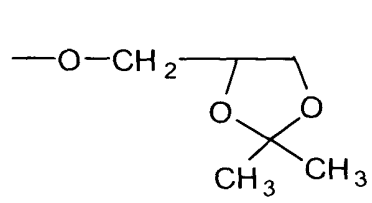
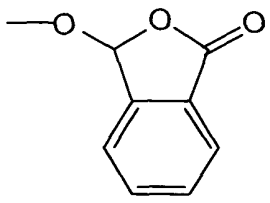
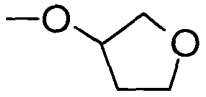
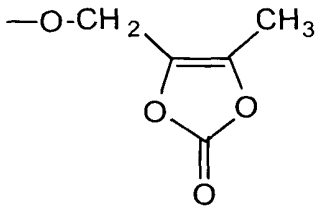
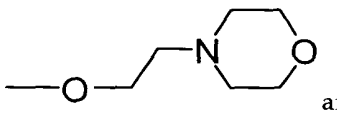
C_8-C_{12}aryloxycarbonylalkyloxy,

C_8-C_{12}aryloxycarbonyloxyalkyloxy,

C_8-C_{12}arylcarbonyloxyalkyloxy,

C_5-C_{10}alkoxyalkylcarbonyloxyalkyloxy,

$(R^n)(R^{n'})N(C_1$-C_{10}alkoxy)-,

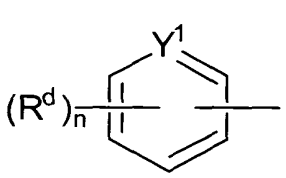
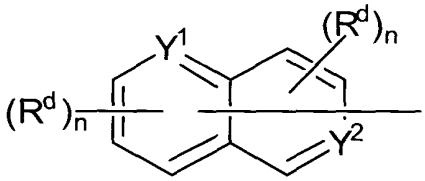
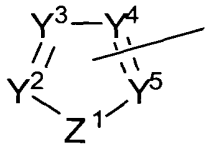
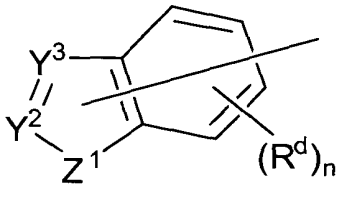





and

where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d and

pharmaceutically acceptable salts thereof.

2) The compound of Claim 1 wherein

D is an aromatic homocycle or aromatic heterocycle containing 1-3 heteroatoms selected from the group N, S and O, the homo- or heterocycles selected from the group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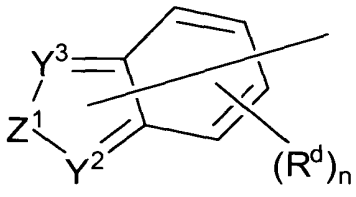


where

Y^1, Y^2, Y^3, Y^4 and Y^5 are selected from the group CH, CR^d and N,

Z^1 is selected from the group O, S, N and NR^n,

n is 0-3,

R^d is selected from the group

OH, OCF_3, OR^c, SR^m, halo(F, Cl. Br, I), CN, isocyanate, NO_2, CF_3, C_0-C_6alkyl-$NR^nR^{n'}$, C_0-C_6alkyl-C(=O)-$NR^nR^{n'}$, C_0-C_6alkyl-C(=O)-R^a, C_1-C_8alkyl, C_1-C_8alkoxy, C_2-C_8alkenyl, C_2-C_8alkynyl, C_3-C_6cycloalkyl, C_3-C_6cycloalkenyl, C_1-C_6alkyl-phenyl, phenyl-C_1-C_6alkyl, C_1-C_6alkyloxycarbonyl, phenyl-C_0-C_6alkyloxy, C_1-C_6alkyl-het, het-C_1-C_6alkyl, SO_2-het, -O-C_6-C_{12}aryl, -SO_2-C_6-C_{12}aryl, -SO_2-C_1-C_6alkyl and het, where any alkyl, alkenyl or alkynyl may optionally be substituted with 1-3 groups selected from OH, halo(F, Cl, Br, I), nitro, amino and aminocarbonyl and the substituents on any aryl or het are 1-2 hydroxy, halo(F, Cl, Br, I), CF_3, C_1-C_6alkyl, C_1-C_6alkoxy, nitro and amino;

R^a is $R^{a'}$ or $R^{a''}$ subsitiuted with 1-3 $R^{a'}$; where

$R^{a'}$ is selected from the group

hydrogen, halo(F. Cl, Br, I), cyano, isocyanate, carboxy, carboxy-C_1-C_{11}alkyl, amino, amino-C_1-C_8alkyl, aminocarbonyl, carboxamido, carbamoyl, carbamoyloxy, formyl, formyloxy, azido, nitro, imidazoyl, ureido, thioureido, thiocyanato, hydroxy, C_1-C_6alkoxy, mercapto, sulfonamido, het, phenoxy, phenyl, benzamido, tosyl, morpholino, morpholinyl, piperazinyl, piperidinyl, pyrrolinyl. imidazolyl and indolyl;

$R^{a''}$ is selected from the group

C_0-C_{10}alkyl-Q-C_0-C_6alkyl, C_0-C_{10}alkenyl-Q-C_0-C_6alkyl, C_0-C_{10}alkynyl-Q-C_0-C_6alkyl, C_3-C_{11}cycloalkyl-Q-C_0-C_6alkyl, C_3-C_{10}cycloalkenyl-Q-C_0-C_6alkyl, C_1-C_6alkyl-C_6-C_{12}aryl-Q-C_0-C_6alkyl, C_6-C_{10}aryl-C_1-C_6alkyl-Q-C_0-C_6alkyl, C_0-C_6alkyl-het-Q-C_0-C_6alkyl, C_0-C_6alkyl-Q-het-C_0-C_6alkyl, het-C_0-C_6alkyl-Q-C_0-C_6alkyl, C_0-C_6alkyl-Q-C_6-C_{12}aryl and -Q-C_1-C_6alky;

Q is absent or is selected from the group

-O-, -$S(O)_s$-, -SO_2-$N(R^n)$-, -$N(R^n)$-SO_2-, -$N(R^n)$-C(=O)-, -C(=O)-$N(R^n)$-, -$N(R^n)$-C(=O)-O-, -O-C(=O)-$N(R^n)$-, -$N(R^n)$-C(=O)-$N(R^n)$-, -C(=O)-, -$N(R^n)$-, -C(=O)-O-, -O-C(=O)-, -het-, -$PO(OR^c)$O- and -P(O)O-, where s is 0-2; het is a mono- or bicyclic 5, 6, 7, 9 or 10 member heterocyclic ring, each ring containing 1-4 heteroatoms selected from N, O and S, where the

heterocyclic ring may be saturated, partially saturated, or aromatic and any N or S being optionally oxidized, the heterocyclic ring being substituted with 0-3 hydroxy, halo(F, Cl, Br, I), CF_3, C_1-C_6alkyl, C_1-C_6alkoxy, nitro and amino;

R^c is selected from hydrogen and substituted or unsubstituted

C_1-C_{10}alkyl, C_2-C_{10}alkenyl, C_2-C_{10}alkynyl, C_3-C_{11}cycloalkyl, C_3-C_{10}cycloalkenyl, C_1-C_6alkyl-C_6-C_{12}aryl, C_6-C_{10}aryl-C_1-C_6alkyl, C_1-C_6alkyl-het, het-C_1-C_6alkyl, C_6-C_{12}aryl and het, where the substituents are 1-3 hydroxy, halo(F, Cl, Br, I), CF_3, C_1-C_6alkyl, C_1-C_6alkoxy, nitro and amino;

R^m is selected from

S-C_1-C_6alkyl, C(=O)-C_1-C_6alkyl, C(=O)-$NR^nR^{n'}$, C_1-C_6alkyl, halo(F, Cl, Br, I)-C_1-C_6alkyl, benzyl and phenyl;

R^n is selected from the group

R^c, NH-C(=O)-O-R^c, NH-C(=O)-R^c, NH-C(=O)-NHR^c, NH-SO_2-R^s, NH-SO_2-NH-C(=O)-R^c, NH-C(=O)-NH-SO_2-R^s, C(=O)-O-R^c, C(=O)-R^c, C(=O)-NHR^c, C(=O)-NH-C(=O)-O-R^c, C(=O)-NH-C(=O)-R^c, C(=O)-NH-SO_2-R^s, C(=O)-NH-SO_2-NHR^s, SO_2-R^s, SO_2-O-R^s, SO_2-$N(R^c)_2$, SO_2-NH-C(=O)-O-R^c, SO_2-NH-C(=O)-O-R^c and SO_2-NH-C(=O)-R^c;

$R^{n'}$ is selected from hydrogen, hydroxy and substituted or unsubstituted

C_1-C_{11}alkyl, C_1-C_{11}alkoxy, C_2-C_{10}alkenyl, C_2-C_{10}alkynyl, C_3-C_{11}cycloalkyl, C_3-C_{10}cycloalkenyl, C_1-C_6alkyl-C_6-C_{12}aryl, C_6-C_{10}aryl-C_1-C_6alkyl, C_6-C_{10}aryl-C_0-C_6alkyloxy, C_1-C_6alkyl-het, het-C_1-C_6alkyl, C_6-C_{12}aryl, het, C_1-C_6alkylcarbonyl, C_1-C_8alkoxycarbonyl, C_3-C_8cycloalkylcarbonyl, C_3-C_8cycloalkoxycarbonyl, C_6-C_{11}aryloxycarbonyl, C_7-C_{11}arylalkoxycarbonyl, heteroarylalkoxycarbonyl, heteroarylalkylcarbonyl, heteroarylcarbonyl, heteroarylalkylsulfonyl, heteroarylsulfonyl, C_1-C_6alkylsulfonyl and C_6-C_{10}arylsulfonyl, where any alkyl, alkenyl or alkynyl may optionally be substituted with 1-3 groups selected from OH, halo(F, Cl, Br, I), nitro, amino and aminocarbonyl and the substituents on any aryl, heteroaryl or het are 1-2 hydroxy, halo(F, Cl, Br, I), CF_3, C_1-C_6alkyl, C_1-C_6alkoxy, nitro and amino;

R^n and $R^{n'}$ taken together with the common nitrogen to which they are attached may from an

optionally substituted heterocycle selected from morpholinyl, piperazinyl, thiamorpholinyl, pyrrolidinyl, imidazolidinyl,indolinyl, isoindolinyl, 1,2,3,4-tetrahydro-quinolinyl, 1,2,3,4-tetrahydro-isoquinolinyl, thiazolidinyl and azabicyclononyl, where the substituents are 1-3 hydroxy, halo(F, Cl, Br, I), CF_3, C_1-C_6alkyl, C_1-C_6alkoxy, nitro and amino;

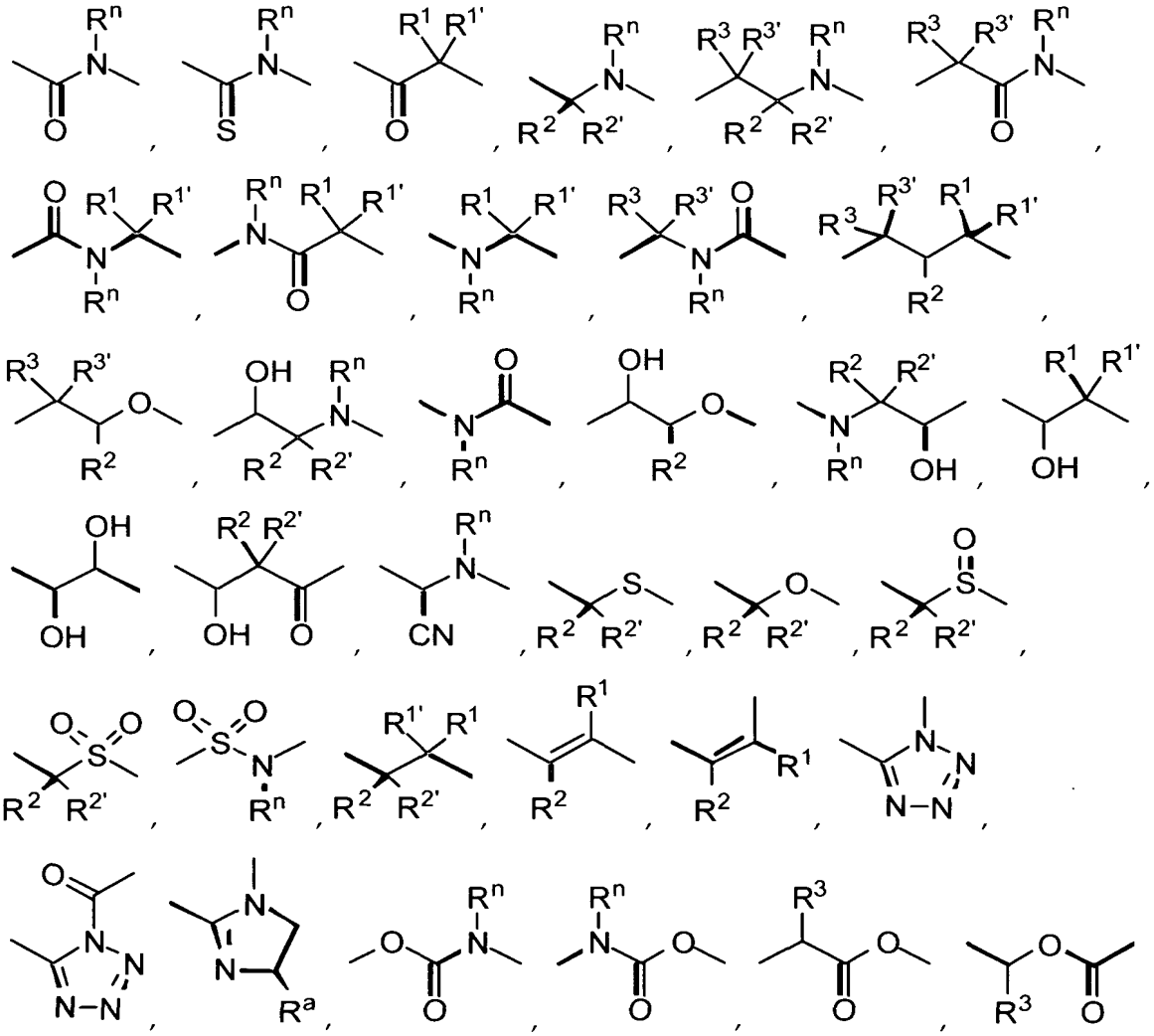
R^S is a substituted or unsubstituted group selected from

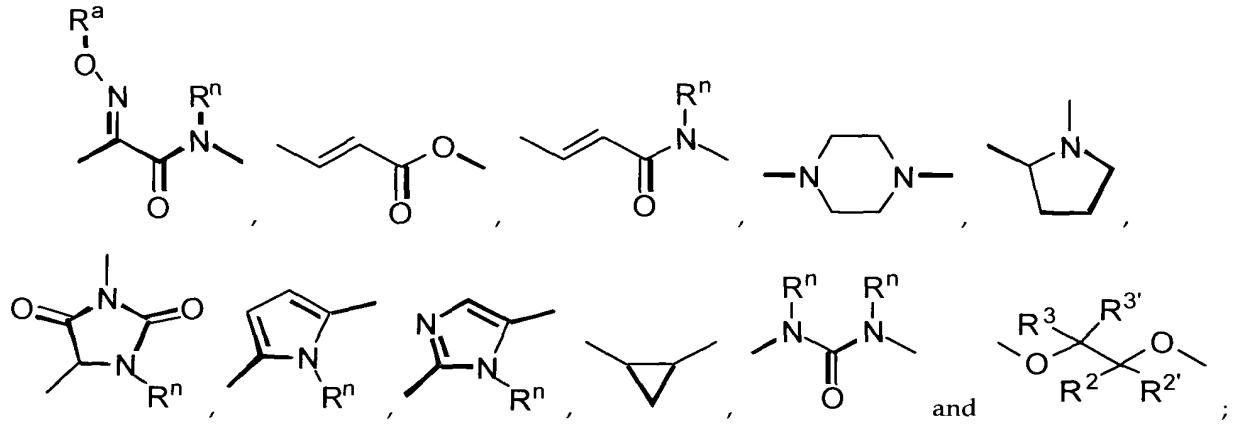
C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_3-C_8cycloalkyl, C_3-C_6cycloalkenyl, C_0-C_6alkyl-phenyl, phenyl-C_0-C_6alkyl, C_0-C_6alkyl-het and het-C_0-C_6alkyl, where the substituents are 1-3 hydroxy, halo(F, Cl, Br, I), CF_3, C_1-C_6alkyl, C_1-C_6alkoxy, nitro and amino;

L is selected from the group

$-(CR^6R^{6'})_o$-Ai-$(CR^8R^{8'})_p$-, $-(CR^6R^{6'})_o$-het-$(CR^8R^{8'})_p$-, $-(CR^6{=}CR^7)_q$-Ai-$(CR^8R^{8'})_p$- and $-(CR^6R^{6'})_o$-Ai-$(CR^8{=}CR^9)_r$-,

where Ai is selected from





where o is 0-1, p is 0-1, q is 0-1 and r is 0-1;

R^1, $R^{1'}$, R^2, $R^{2'}$, R^3, $R^{3'}$, R^6, $R^{6'}$, R^7, R^8, $R^{8'}$ and R^9 each are independently selected from R^a, R^c and U-W;

U is an optionally substituted bivalent radical selected from the group

C_1-C_6alkyl-, C_0-C_6alkyl-Q-, C_2-C_6alkenyl-Q-, and C_2-C_6alkynyl-Q-, where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a;

W is selected from the group

hydrogen, OH, O-C_1-C_6alkyl, SH, SR^m, $NR^nR^{n'}$, NH-C(=O)-O-R^c, NH-C(=O)-$NR^nR^{n'}$, NH-C(=O)-R^c, NH-SO_2-R^s, NH-SO_2-$NR^nR^{n'}$, NH-SO_2-NH-C(=O)-R^c, NH-C(=O)-NH-SO_2-R^s, C(=O)-NH-C(=O)-O-R^c, C(=O)-NH-C(=O)-R^c, C(=O)-NH-C(=O)-$NR^nR^{n'}$, C(=O)-NH-SO_2-R^s, C(=O)-NH-SO_2-$NR^nR^{n'}$, C(=S)-$NR^nR^{n'}$, SO_2-R^s, SO_2-O-R^s, SO_2-$NR^nR^{n'}$, SO_2-NH-C(=O)-O-R^c, SO_2-NH-C(=O)-$NR^nR^{n'}$, SO_2-NH-C(=O)-R^c, O-C(=O)-$NR^nR^{n'}$, O-C(=O)-R^c, O-C(=O)-NH-C(=O)-R^c, O-C(=O)-NH-SO_2-R^s and O-SO_2-R^s;

G is hydrogen;

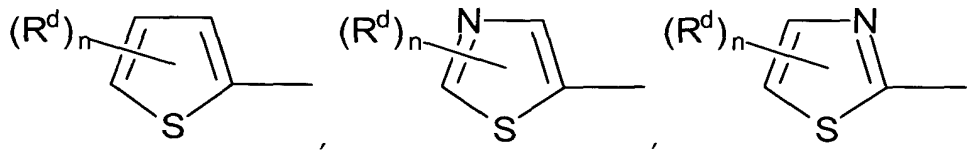
T is U-W;

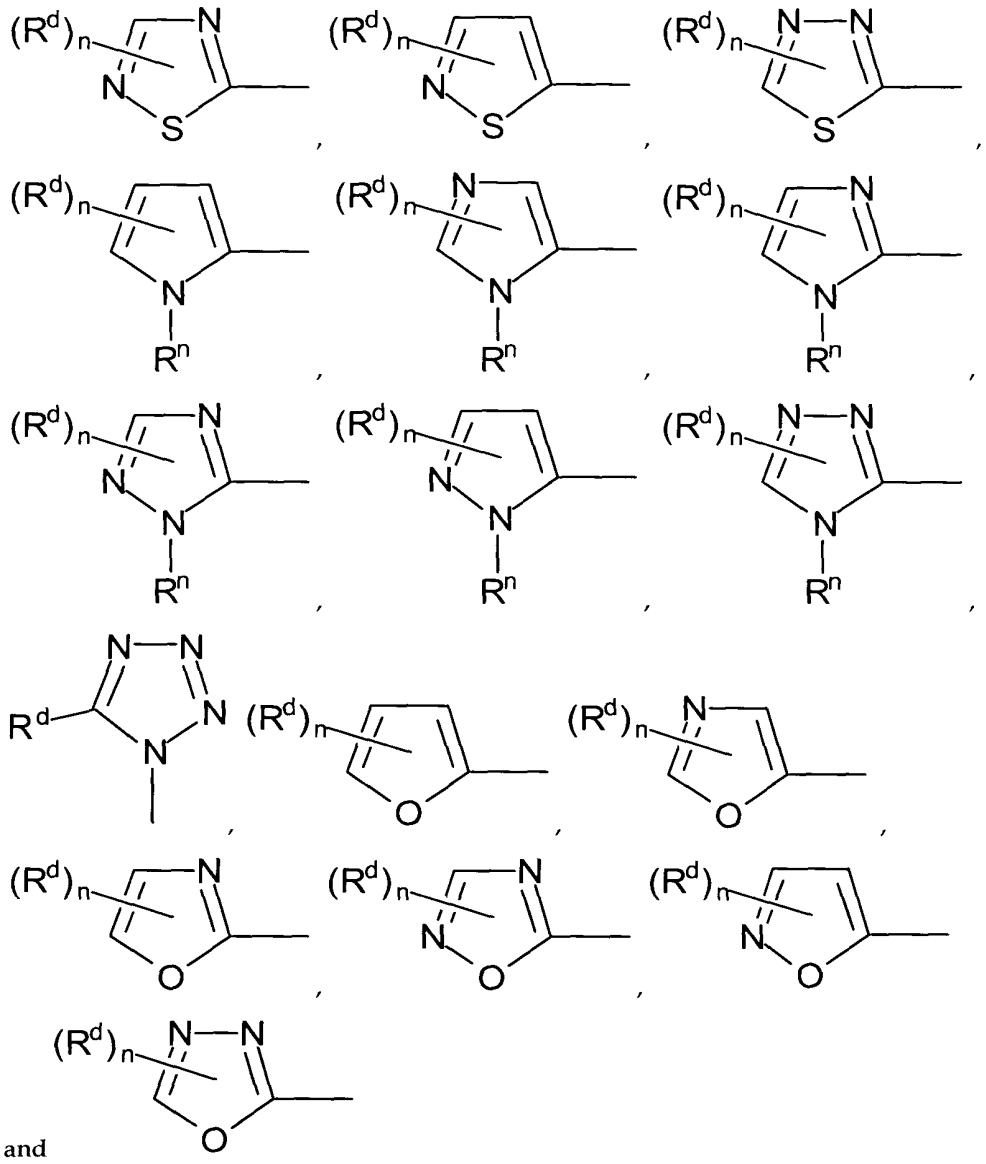
R is C(=O)-OH and

pharmaceutically acceptable salts thereof.

3) The compound of Claim 2 wherein D is selected from

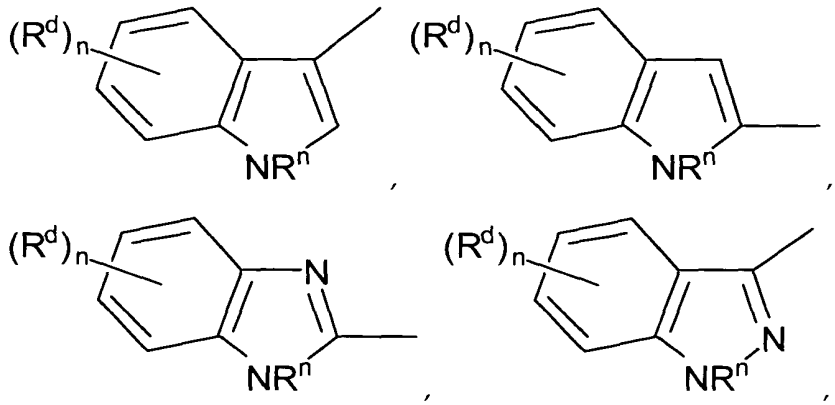
1) a 5-member aromatic heterocycle selected from the group

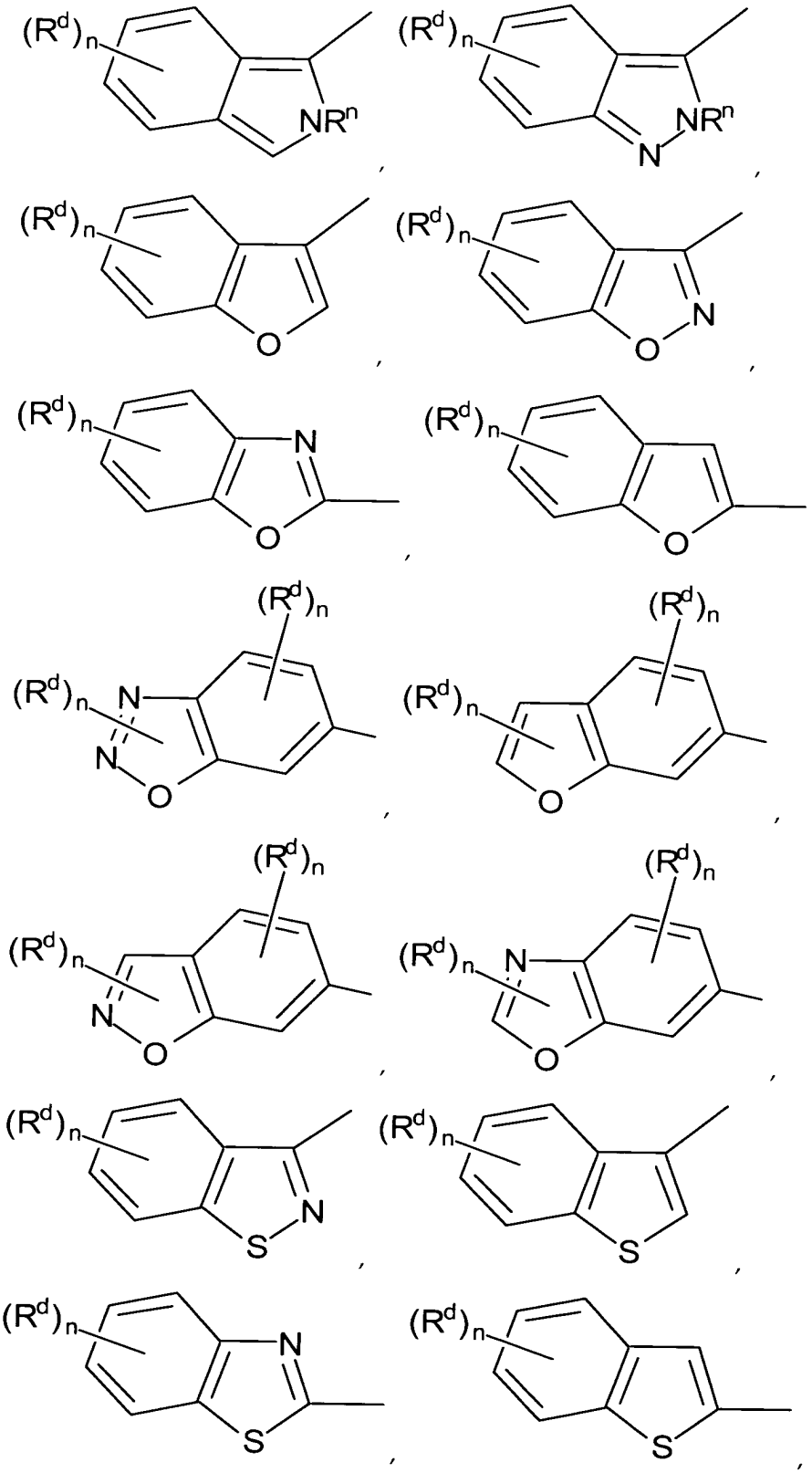


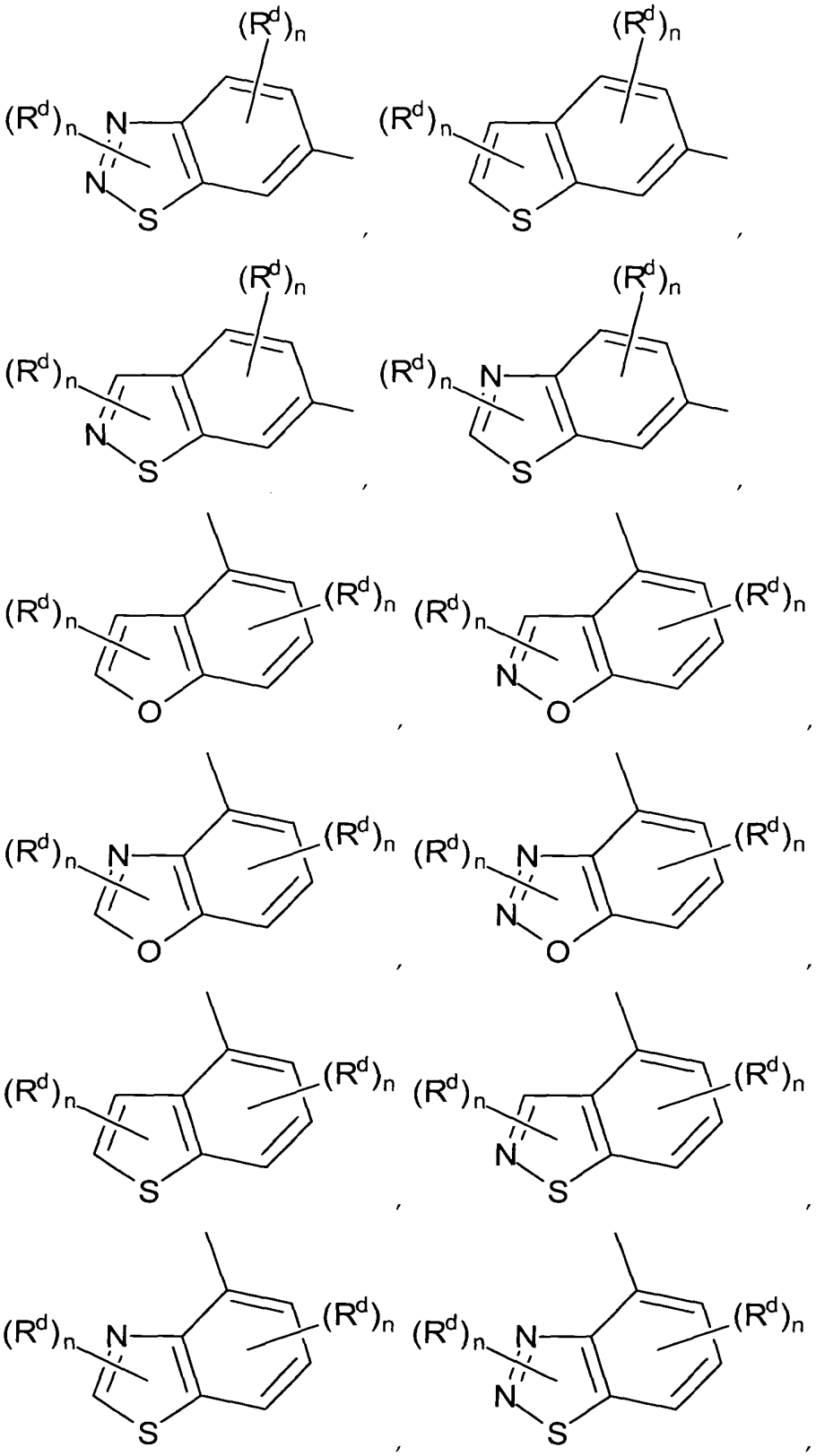


and

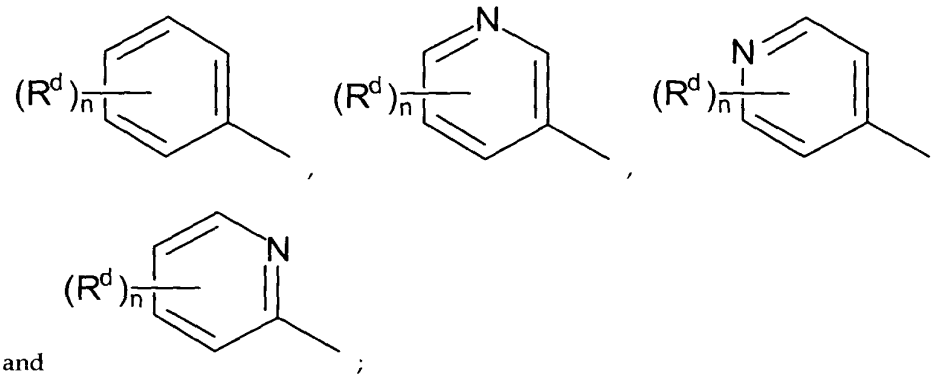
2) a 9-member aromatic heterobicycle selected from the group







3) a 6-member aromatic hetero- or homocycle selected from the group



and ;

L is a bivalent linking group selected from the group

-C_3-C_5-alkyl-,

-C_3-C_5-alkenyl-,

-$CH_2C(=O)NH$-,

-CH_2NH-$C(=O)$-,

-O-CH_2-$C(=O)$-,

- CH_2-CH_2-$C(=O)$-,

-CH=CH-$C(=O)NH$-CH_2-,

-CH=CH-$C(=O)NH$-CH-(CH_3)-,

-CH(OH)-CH_2-O-,

-CH(OH)-CH_2-CH_2-,

- CH_2-CH_2-CH(OH)-,

- O-CH_2-CH(OH)-,

- O-CH_2-CH(OH)-CH_2-,

- O-CH_2-CH_2-CH(OH)-,

-O-CH_2-CH_2-O-,

-CH_2-CH_2-CH_2-O-,

-CH_2-CH(OH)-CH_2-O-,

-CH_2-CH_2-O-,

-CH-(CH_3)-NH-$C(=O)$-,

-CH_2-NH-SO_2-,

-NH-SO_2-CH_2-,

-CH_2-SO_2NH-,

-SO_2NH-CH_2-,

-C(=O)-NH-C(=O)-,

-NH-C(=O)-NH-,

-NH-C(=O)-NH-CH_2-,

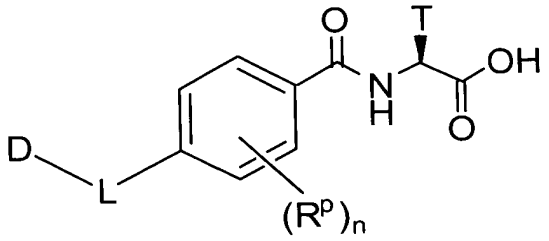
-CH_2-NH-C(=O)-NH-,

-C(=O)-NH-CH_2-C(=O)-NH -,

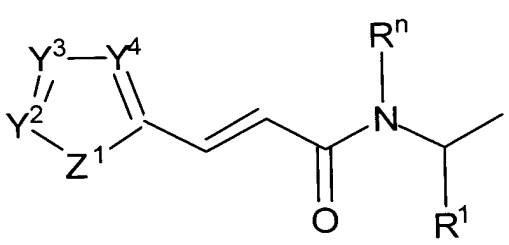
-NH-C(=O)-O- and

-O-C(=O)-NH-, and pharmaceutically acceptable salts thereof.

4) The compound of Claim 3 wherein the compound is represented by



where D-L- is selected from



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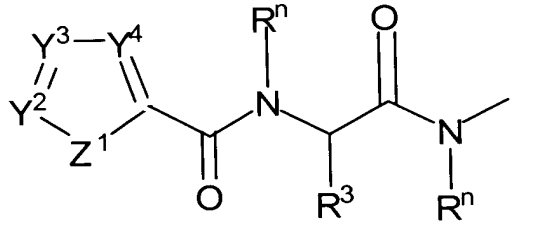

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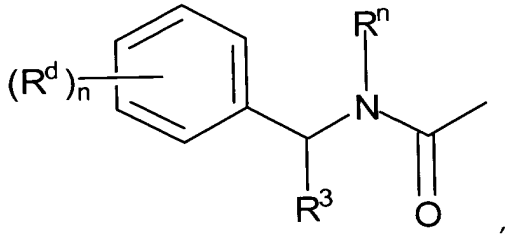

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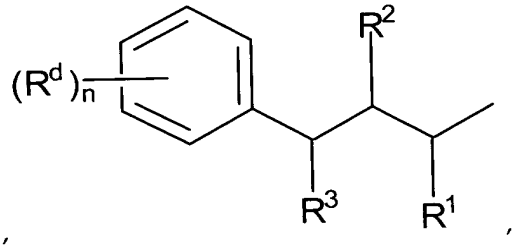

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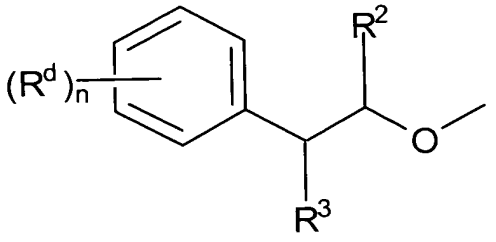

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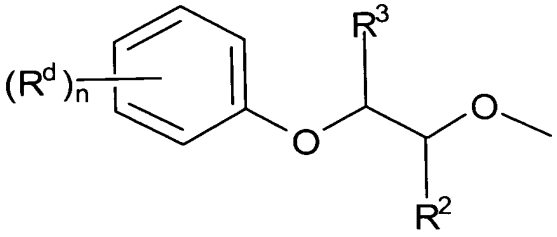

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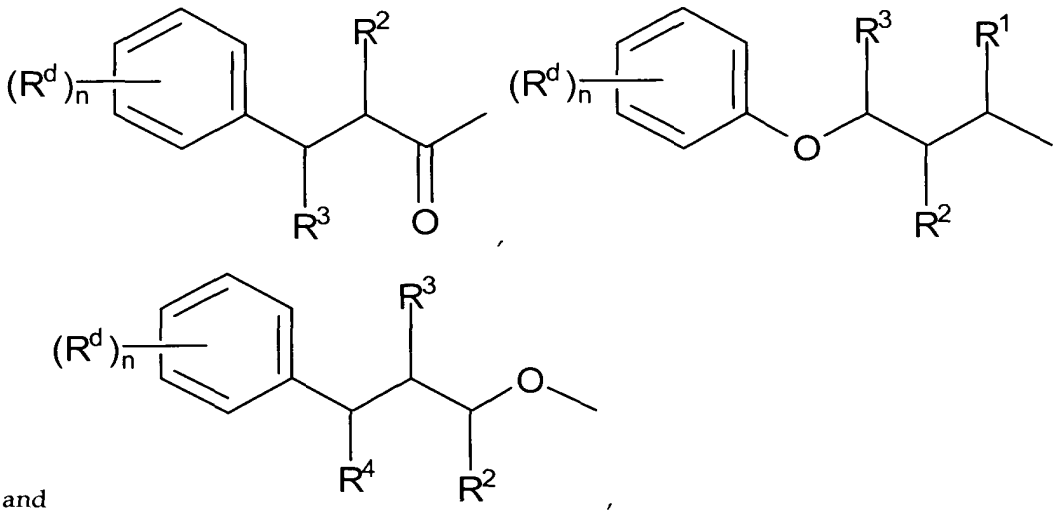


and

where

Y^2, Y^3 and Y^4 are selected from the group CH, CR^d and N;

Z^1 is selected from the group O, S, NH and NR^n;

n is 0-3;

R^1, R^2 and R^3 each are independently selected from R^a, R^c and U-W;

U is an optionally substituted bivalent radical selected from the group

C_1-C_6alkyl-, C_0-C_6alkyl-Q-, C_2-C_6alkenyl-Q-, and C_2-C_6alkynyl-Q-, where the substituits on any alkyl, alkenyl or alkynyl are 1-3 R^a;

Q is absent or is selected from the group

-O-, -S(O)$_s$-, -SO$_2$-N(R^n)-, -N(R^n)-, -N(R^n)-C(=O)-, -N(R^n)-C(=O)-N(R^n)-, -N(R^n)-C(=O)-O-, -O-C(=O)-N(R^n)-, -N(R^n)-SO$_2$-, -C(=O)-, -C(=O)-O-, -het-, -C(=O)-N(R^n)-, -PO(OR^c)O- and -P(O)O-, where s is 0-2; het is a mono- or bicyclic 5, 6, 7, 9 or 10 member heterocyclic ring, each ring containing 1-4 heteroatoms selected from N, O and S, where the heterocyclic ring may be saturated, partially saturated, or aromatic and any N or S being optionally oxidized, the heterocyclic ring being substituted with 0-3 hydroxy, halo(F, Cl, Br, I), CF_3, C_1-C_6alkyl, C_1-C_6alkoxy, nitro and amino;

W is selected from the group

hydrogen, OH, O-C_1-C_6alkyl, SH, SR^m, $NR^nR^{n'}$, NH-C(=O)-O-R^c, NH-C(=O)-$NR^nR^{n'}$, NH-C(=O)-R^c, NH-SO$_2$-R^s, NH-SO$_2$-$NR^nR^{n'}$, NH-SO$_2$-NH-C(=O)-R^c, NH-C(=O)-NH-SO$_2$-R^s, C(=O)-NH-C(=O)-O-R^c, C(=O)-NH-C(=O)-R^c, C(=O)-NH-C(=O)-$NR^nR^{n'}$, C(=O)-NH-

SO_2-R^s, C(=O)-NH-SO_2-$NR^nR^{n'}$, C(=S)-$NR^nR^{n'}$, SO_2-R^s, SO_2-O-R^s, SO_2-$NR^nR^{n'}$, SO_2-NH-C(=O)-O-R^c, SO_2-NH-C(=O)-$NR^nR^{n'}$, SO_2-NH-C(=O)-R^c, O-C(=O)-$NR^nR^{n'}$, O-C(=O)-R^c, O-C(=O)-NH-C(=O)-R^c, O-C(=O)-NH-SO_2-R^s and O-SO_2-R^s; R^a is $R^{a'}$ or $R^{a''}$ substituted with 1-3 $R^{a'}$; where

$R^{a'}$ is selected from the group

hydrogen, halo(F. Cl, Br, I), cyano, carboxy, carboxy-C_1-C_{11}alkyl, amino, amino-C_1-C_8alkyl, aminocarbonyl, carboxamido, carbamoyl, carbamoyloxy, formyl, formyloxy, azido, nitro, imidazoyl, ureido, thioureido, thiocyanato, hydroxy, C_1-C_6alkoxy, mercapto, sulfonamido, het, phenoxy, phenyl, benzamido, tosyl, morpholino, morpholinyl, piperazinyl, piperidinyl, pyrrolinyl. imidazolyl and indolyl;

$R^{a''}$ is selected from the group

C_0-C_{10}alkyl-Q-C_0-C_6alkyl, C_0-C_{10}alkenyl-Q-C_0-C_6alkyl, C_0-C_{10}alkynyl-Q-C_0-C_6alkyl, C_3-C_{11}cycloalkyl-Q-C_0-C_6alkyl, C_3-C_{10}cycloalkenyl-Q-C_0-C_6alkyl, C_1-C_6alkyl-C_6-C_{12}aryl-Q-C_0-C_6alkyl, C_6-C_{10}aryl-C_1-C_6alkyl-Q-C_0-C_6alkyl, C_0-C_6alkyl-het-Q-C_0-C_6alkyl, C_0-C_6alkyl-Q-het-C_0-C_6alkyl, het-C_0-C_6alkyl-Q-C_0-C_6alkyl, C_0-C_6alkyl-Q-C_6-C_{12}aryl and -Q-C_1-C_6alky;

R^c is selected from hydrogen and substituted or unsubstituted

C_1-C_{10}alkyl, C_2-C_{10}alkenyl, C_2-C_{10}alkynyl, C_3-C_{11}cycloalkyl, C_3-C_{10}cycloalkenyl, C_1-C_6alkyl-C_6-C_{12}aryl, C_6-C_{10}aryl-C_1-C_6alkyl, C_1-C_6alkyl-het, het-C_1-C_6alkyl, C_6-C_{12}aryl and het, where the substituits are 1-3 hydroxy, halo(F, Cl, Br, I), CF_3, C_1-C_6alkyl, C_1-C_6alkoxy, nitro and amino;

R^d is selected from the group

OH, OCF_3, OR^c, SR^m, halo(F, Cl. Br, I), CN, NO_2, CF_3, C_0-C_6alkyl-$NR^nR^{n'}$, C_0-C_6alkyl-C(=O)-$NR^nR^{n'}$, C_0-C_6alkyl-C(=O)-R^a, C_1-C_8alkyl, C_1-C_8alkoxy, C_2-C_8alkenyl, C_2-C_8alkynyl, C_3-C_6cycloalkyl, C_3-C_6cycloalkenyl, C_1-C_6alkyl-phenyl, phenyl-C_1-C_6alkyl, C_1-C_6alkyloxycarbonyl, phenyl-C_0-C_6alkyloxy, C_1-C_6alkyl-het, het-C_1-C_6alkyl, SO_2-het, -O-C_6-C_{12}aryl, -SO_2-C_6-C_{12}aryl, -SO_2-C_1-C_6alkyl and het, where any alkyl, alkenyl or

alkynyl may optionally be substituted with 1-3 groups selected from OH, halo(F, Cl, Br, I), nitro, amino and aminocarbonyl and the substituents on any aryl or het are 1-2 hydroxy, halo(F, Cl, Br, I), CF_3, C_1-C_6alkyl, C_1-C_6alkoxy, nitro and amino;

R^m is selected from

S-C_1-C_6alkyl, C(=O)-C_1-C_6alkyl, C(=O)-$NR^nR^{n'}$, C_1-C_6alkyl, halo(F, Cl, Br, I)-C_1-C_6alkyl, benzyl and phenyl;

R^n is selected from the group

R^c, NH-C(=O)-O-R^c, NH-C(=O)-R^c, NH-C(=O)-NHR^c, NH-SO_2-R^s, NH-SO_2-NH-C(=O)-R^c, NH-C(=O)-NH-SO_2-R^s, C(=O)-O-R^c, C(=O)-R^c, C(=O)-NHR^c, C(=O)-NH-C(=O)-O-R^c, C(=O)-NH-C(=O)-R^c, C(=O)-NH-SO_2-R^s, C(=O)-NH-SO_2-NHR^s, SO_2-R^s, SO_2-O-R^s, SO_2-$N(R^c)_2$, SO_2-NH-C(=O)-O-R^c, SO_2-NH-C(=O)-O-R^c and SO_2-NH-C(=O)-R^c;

$R^{n'}$ is selected from hydrogen, hydroxy and substituted or unsubstituted

C_1-C_{11}alkyl, C_1-C_{11}alkoxy, C_2-C_{10}alkenyl, C_2-C_{10}alkynyl, C_3-C_{11}cycloalkyl, C_3-C_{10}cycloalkenyl, C_1-C_6alkyl-C_6-C_{12}aryl, C_6-C_{10}aryl-C_1-C_6alkyl, C_6-C_{10}aryl-C_0-C_6alkyloxy, C_1-C_6alkyl-het, het-C_1-C_6alkyl, C_6-C_{12}aryl, het, C_1-C_6alkylcarbonyl, C_1-C_8alkoxycarbonyl, C_3-C_8cycloalkylcarbonyl, C_3-C_8cycloalkoxycarbonyl, C_6-C_{11}aryloxycarbonyl, C_7-C_{11}arylalkoxycarbonyl, heteroarylalkoxycarbonyl, heteroarylalkylcarbonyl, heteroarylcarbonyl, heteroarylalkylsulfonyl, heteroarylsulfonyl, C_1-C_6alkylsulfonyl and C_6-C_{10}arylsulfonyl, where any alkyl, alkenyl or alkynyl may optionally be substituted with 1-3 groups selected from OH, halo(F, Cl, Br, I), nitro, amino and aminocarbonyl and the substituents on any aryl, heteroaryl or het are 1-2 hydroxy, halo(F, Cl, Br, I), CF_3, C_1-C_6alkyl, C_1-C_6alkoxy, nitro and amino;

R^n and $R^{n'}$ taken together with the common nitrogen to which they are attached may from an optionally substituted heterocycle selected from morpholinyl, piperazinyl, thiamorpholinyl, pyrrolidinyl, imidazolidinyl,indolinyl, isoindolinyl, 1,2,3,4-tetrahydro-quinolinyl, 1,2,3,4-tetrahydro-isoquinolinyl, thiazolidinyl and azabicyclononyl, where the substituits are 1-3 hydroxy, halo(F, Cl, Br, I), CF_3, C_1-C_6alkyl, C_1-C_6alkoxy, nitro and amino;

R^s is a substituted or unsubstituted group selected from

C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_3-C_8cycloalkyl, C_3-C_6cycloalkenyl, C_0-C_6alkyl-phenyl, phenyl-C_0-C_6alkyl, C_0-C_6alkyl-het and het-C_0-C_6alkyl, where the substituits are 1-3 hydroxy, halo(F, Cl, Br, I), CF_3, C_1-C_6alkyl, C_1-C_6alkoxy, nitro and amino;

T is U-W; and

pharmaceutically acceptable salts thereof.

5) The compound of Claim 4 wherein

Y^2, Y^3 and Y^4 are selected from CH and CR^d;

Z^1 is selected from NR^n, O and S;

n is 0-3;

R^1, R^2 and R^3 each are independently R^a;

R^a is $R^{a'}$ or $R^{a''}$ substituted with 1-3 $R^{a'}$; where

$R^{a'}$ is selected from the group

hydrogen, halo(F. Cl, Br, I), cyano, carboxy, carboxy, amino, amino, aminocarbonyl, carboxamido, carbamoyl, carbamoyloxy, formyl, formyloxy, azido, nitro, imidazoyl, ureido, thioureido, thiocyanato, hydroxy, C_1-C_6alkoxy, mercapto, sulfonamido, phenoxy, phenyl, benzamido, morpholino, morpholinyl, piperazinyl, piperidinyl, pyrrolinyl. imidazolyl and indolyl;

$R^{a''}$ is hydrogen or a substituted or unsubstituted group selected from

C_0-C_{10}alkyl-het, C_1-C_{10}alkyl, C_2-C_{10}alkenyl, C_2-C_{10}alkynyl, C_3-C_{11}cycloalkyl, C_3-C_{10}cycloalkenyl-C_0-C_6alkyl, C_1-C_6alkyl-C_6-C_{12}aryl and C_6-C_{10}aryl-C_1-C_6alkyl, where the substituits are 1-3 hydroxy, halo(F, Cl, Br, I), CF_3, C_1-C_6alkyl, C_1-C_6alkoxy, nitro and amino;

R^d is selected from the group

OH, OCF_3, $OR^{a''}$, SR^m, halo(F, Cl. Br, I), CN, NO_2, CF_3, C_0-C_6alkyl-C(=O)-R^a, C_1-C_8alkyl, C_1-C_8alkoxy, C_2-C_8alkenyl, C_2-C_8alkynyl, C_3-C_6cycloalkyl, phenyl-C_1-C_6alkyl, C_1-C_6alkyloxycarbonyl, -O-C_6-C_{12}aryl and -SO_2-C_6-C_{12}aryl, where any alkyl, alkenyl or alkynyl may optionally be substituted with 1-3 groups selected from OH, halo(F, Cl, Br, I), nitro, amino and aminocarbonyl and the substituents on any aryl or het are 1-2 hydroxy, halo(F, Cl, Br, I), CF_3, C_1-C_6alkyl, C_1-C_6alkoxy, nitro and amino;

R^m is selected from

S-C_1-C_6alkyl, C(=O)-C_1-C_6alkyl, C(=O)-NH_2, C_1-C_6alkyl, halo(F, Cl, Br, I)-C_1-C_6alkyl, benzyl and phenyl;

R^n is selected from the group

$R^{a''}$, NH-C(=O)-O-$R^{a''}$, NH-C(=O)-$R^{a''}$, NH-C(=O)-NH$R^{a''}$, NH-SO_2-R^s, NH-SO_2-NH-C(=O)-$R^{a''}$, NH-C(=O)-NH-SO_2-R^s, C(=O)-O-$R^{a''}$, C(=O)$R^{a''}$, C(=O)-NH$R^{a''}$, C(=O)-NH-C(=O)-O-$R^{a''}$, C(=O)-NH-C(=O)-$R^{a''}$, C(=O)-NH-SO_2-R^s, C(=O)-NH-SO_2-NHR^s, SO_2-R^s, SO_2-O-R^s, SO_2-$N(R)_2$, SO_2-NH-C(=O)-O-$R^{a''}$, SO_2-NH-C(=O)-O-$R^{a''}$ and SO_2-NH-C(=O)-$R^{a''}$;

$R^{n'}$ is selected from hydrogen, hydroxy and substituted or unsubstituted C_1-C_{11}alkyl, C_1-C_{11}alkoxy, C_2-C_{10}alkenyl, C_2-C_{10}alkynyl, C_3-C_{11}cycloalkyl, C_3-C_{10}cycloalkenyl, C_1-C_6alkyl-C_6-C_{12}aryl, C_6-C_{10}aryl-C_1-C_6alkyl, C_6-C_{10}aryl-C_0-C_6alkyloxy, C_1-C_6alkyl-het, het-C_1-C_6alkyl, C_6-C_{12}aryl, het, C_1-C_6alkylcarbonyl, C_1-C_8alkoxycarbonyl, C_3-C_8cycloalkylcarbonyl, C_3-C_8cycloalkoxycarbonyl, C_6-C_{11}aryloxycarbonyl, C_7-C_{11}arylalkoxycarbonyl, heteroarylalkoxycarbonyl, heteroarylalkylcarbonyl, heteroarylcarbonyl, heteroarylalkylsulfonyl, heteroarylsulfonyl, C_1-C_6alkylsulfonyl and C_6-C_{10}arylsulfonyl, where any alkyl, alkenyl or alkynyl may optionally be substituted with 1-3 groups selected from OH, halo(F, Cl, Br, I), nitro, amino and aminocarbonyl and the substituents on any aryl, heteroaryl or het are 1-2 hydroxy, halo(F, Cl, Br, I), CF_3, C_1-C_6alkyl, C_1-C_6alkoxy, nitro and amino;

R^n and $R^{n'}$ taken together with the common nitrogen to which they are attached may from an optionally substituted heterocycle selected from morpholinyl, piperazinyl, thiamorpholinyl, pyrrolidinyl, imidazolidinyl,indolinyl, isoindolinyl, 1,2,3,4-tetrahydro-quinolinyl, 1,2,3,4-tetrahydro-isoquinolinyl, thiazolidinyl and azabicyclononyl, where the substituits are 1-3 hydroxy, halo(F, Cl, Br, I), CF_3, C_1-C_6alkyl, C_1-C_6alkoxy, nitro and amino;

R^s is a substituted or unsubstituted group selected from C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C_3-C_8cycloalkyl, C_3-C_6cycloalkenyl, C_0-C_6alkyl-phenyl, phenyl-C_0-C_6alkyl, C_0-C_6alkyl-het and het-C_0-C_6alkyl, where the substituits are 1-3 hydroxy, halo(F, Cl, Br, I), CF_3, C_1-C_6alkyl, C_1-C_6alkoxy, nitro and amino; T is U-W,

where

U is an optionally substituted bivalent radical selected from the group

C_1-C_6alkyl-Q-, C_2-C_6alkenyl-Q-, and C_2-C_6alkynyl-Q-, where the substituits on any alkyl, alkenyl or alkynyl are 1-3 R^a;

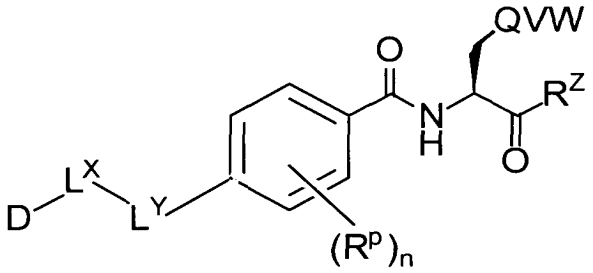
Q is absent or is selected from the group

$-SO_2-N(R^n)-$, $-N(R^n)-$, $-N(R^n)-C(=O)-$, $-N(R^n)-C(=O)-O-$, $-N(R^n)-SO_2-$, $-C(=O)-N(R^n)-$, $C(=O)-O-$, $-C(=O)-O-$, $-C(=O)-$ and $-C(=O)-N(R^n)-$;

W is selected from the group

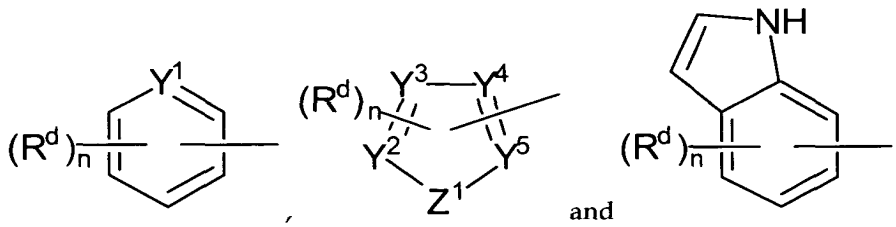
hydrogen, OH, O-C_1-C_6alkyl, SH, SR^m, $NR^nR^{n'}$, $NH-C(=O)-O-R^{a''}$, $NH-C(=O)-NR^nR^{n'}$, $NH-C(=O)-R^{a''}$, $NH-SO_2-R^s$, $NH-SO_2-NR^nR^{n'}$, $NH-SO_2-NH-C(=O)-R^{a''}$, $NH-C(=O)-NH-SO_2-R^s$, $C(=O)-NH-C(=O)-O-R^{a''}$, $C(=O)-NH-C(=O)-R^{a''}$, $C(=O)-NH-C(=O)-NR^nR^{n'}$, $C(=O)-NH-SO_2-R^s$, $C(=O)-NH-SO_2-NR^nR^{n'}$, $C(=S)-NR^nR^{n'}$, SO_2-R^s, SO_2-O-R^s, $SO_2-NR^nR^{n'}$, $SO_2-NH-C(=O)-O-R^{a''}$, $SO_2-NH-C(=O)-NR^nR^{n'}$, $SO_2-NH-C(=O)-R^{a''}$, $O-C(=O)-NR^nR^{n'}$, $O-C(=O)-R^{a''}$, $O-C(=O)-NH-C(=O)-R^{a''}$, $O-C(=O)-NH-SO_2-R^s$ and $O-SO_2-R^s$; and pharmaceutically acceptable salts thereof.

6) A compound represented by the formula:



where

D is selected from the group



and

where

Y^1 is selected from the group NR^n, CH and CR^d;

Y^2, Y^3, Y^4 and Y^5 are selected from the group CH and CR^d;

Z^1 is selected from the group NR^n, O and S;

n is 0-3;

L^X is selected from the group substituted or unsubstituted

C_2-C_5alkylene,

C_3-C_6cycloalkylene,

C_0-C_3alkylene-NR^n-(C=O)-C_0-C_3alkylene,

C_0-C_3alkylene-(C=O)-NR^n-C_0-C_3alkylene,

C_0-C_3alkylene-O-C_0-C_3alkylene,

C_0-C_3alkylene-NR^n-C_0-C_3alkylene,

C_0-C_3alkylene-(C=O)-C_0-C_3alkylene,

C_0-C_3alkylene-$S(O)_{0-2}$-C_0-C_3alkylene,

C_0-C_3alkylene-NR^n-SO_2-C_0-C_3alkylene,

C_0-C_3alkylene-SO_2-NR^n-C_0-C_3alkylene,

C_0-C_3alkylene-CR^1=CR^2-C_0-C_3alkylene,

C_0-C_3alkylene-C≡C-C_0-C_3alkylene and

C_0-C_3alkylene-het-C_0-C_3alkylene

where the substituents are selected from the group one to three R^1, R^2 and R^3;

L^Y is selected from the group substituted or unsubstituted

C_0-C_2alkylene,

C_0-C_2alkylene-NR^n-(C=O)-C_0-C_2alkylene,

C_0-C_2alkylene-(C=O)-NR^n-C_0-C_2alkylene,

C_0-C_2alkylene-O-C_0-C_2alkylene,

C_0-C_2alkylene-NR^n-C_0-C_2alkylene,

C_0-C_2alkylene-(C=O)-C_0-C_2alkylene,

C_0-C_3alkylene-S(O)$_{0-2}$-C_0-C_3alkylene,

C_0-C_3alkylene-SO_2-NR^n-C_0-C_3alkylene and

C_0-C_2alkylene-aryl-C_0-C_2alkylene

where the substituents are selected from the group one to three R^1, R^2 and R^3;

R^1, R^2 and R^3 are selected from the group

hydrogen,

C_1-C_8alkyl-hydroxy,

halo(F, Cl, Br, I),

halo(F, Cl, Br, I)-C_1-C_8alkyl,

cyano,

isocyanate,

carboxy,

carboxy-C_1-C_6alkyl,

amino,

amino-C_1-C_8alkyl,

amino-di(C_1-C_8alkyl),

aminocarbonyl,

carboxamido,

carbamoyl,

carbamoyloxy,

formyl,

formyloxy,

nitro,

imidazoyl,

ureido,

thioureido,

thiocyanato,

hydroxy,

C_1-C_6alkoxy,

mercapto,

sulfonamido,

phenoxy,

phenyl, and

benzamido;

R^a is selected from the group

hydrogen,

halo(F. Cl, Br, I),

cyano,

isocyanate,

carboxy,

carboxy-C_1-C_6alkyl,

amino,

amino-C_1-C_8alkyl,

aminocarbonyl,

carboxamido,

carbamoyl,

carbamoyloxy,

formyl,

formyloxy,

azido,

nitro,

imidazoyl,

ureido,

thioureido,

thiocyanato,

hydroxy,

C_1-C_6alkoxy,

mercapto,

sulfonamido,

C_1-C_6alkylsulfonyl,

het,

phenoxy,

phenyl,

benzamido,

tosyl,

morpholino,

morpholinyl,

piperazinyl,

piperidinyl,

pyrrolinyl.

imidazolyl and

indolyl;

R^C is selected from hydrogen and substituted or unsubstituted

C_1-C_{10}alkyl,

C_2-C_{10}alkenyl,

C_2-C_{10}alkynyl,

C_3-C_{11}cycloalkyl,

C_3-C_{10}cycloalkenyl,

C_1-C_6alkyl-C_6-C_{12}aryl,

C_6-C_{10}aryl-C_1-C_6alkyl,

C_1-C_6alkyl-het,

het-C_1-C_6alkyl,

C_6-C_{12}aryl,

C_1-C_{10}alkyl-O-,

C_2-C_{10}alkenyl-O-,

C_2-C_{10}alkynyl-O-,

C_3-C_{11}cycloalkyl-O-,

C_3-C_{10}cycloalkenyl-O-,

C_1-C_6alkyl-C_6-C_{12}aryl-O-,

C_6-C_{10}aryl-C_1-C_6alkyl-O-,

C_1-C_6alkyl-het-O-,

het-C_0-C_6alkyl-O-,

C_6-C_{12}aryl-O-

C_1-C_{10}alkyl-NR^n-,

C_2-C_{10}alkenyl-NR^n-,

C_2-C_{10}alkynyl-NR^n-,

C_3-C_{11}cycloalkyl-NR^n-,

C_3-C_{10}cycloalkenyl-NR^n-,

C_1-C_6alkyl-C_6-C_{12}aryl-NR^n-,

C_6-C_{10}aryl-C_1-C_6alkyl-NR^n-,

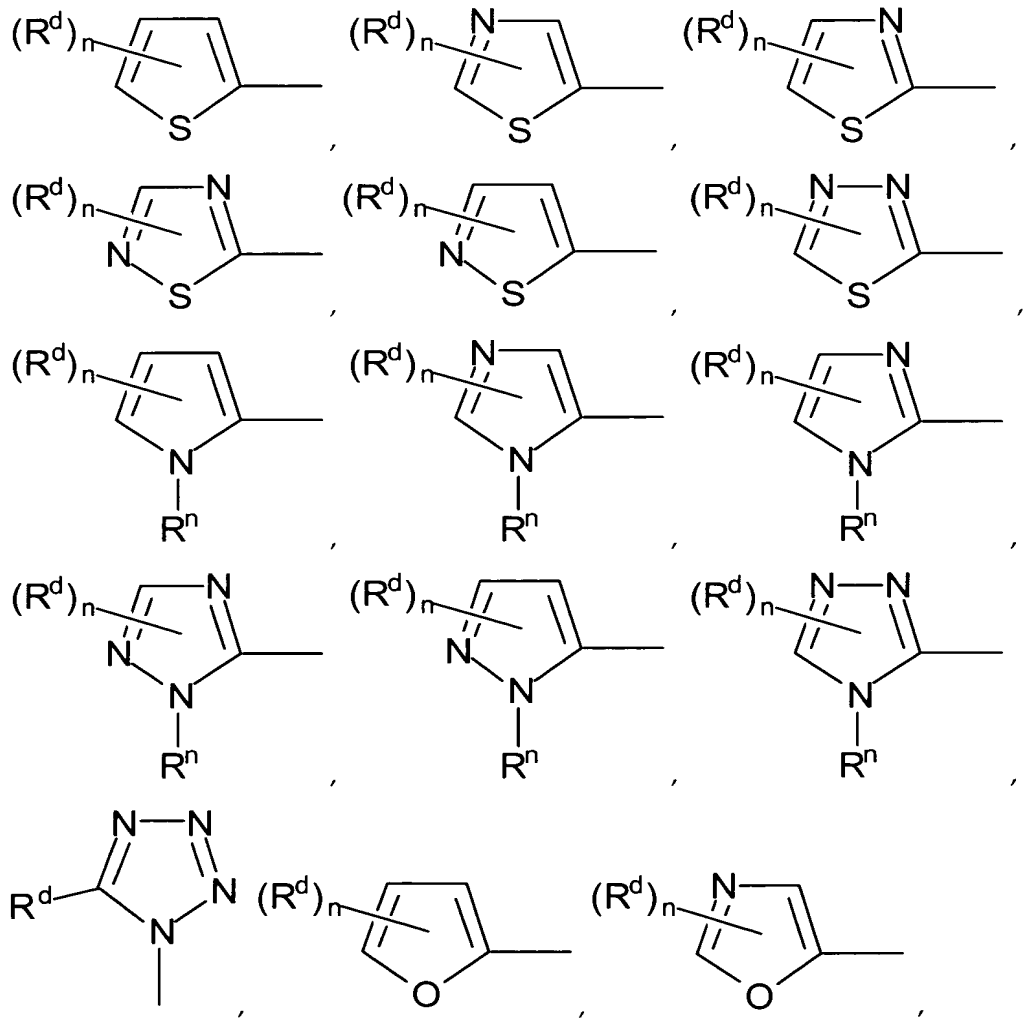
C_1-C_6alkyl-het-NR^n-,

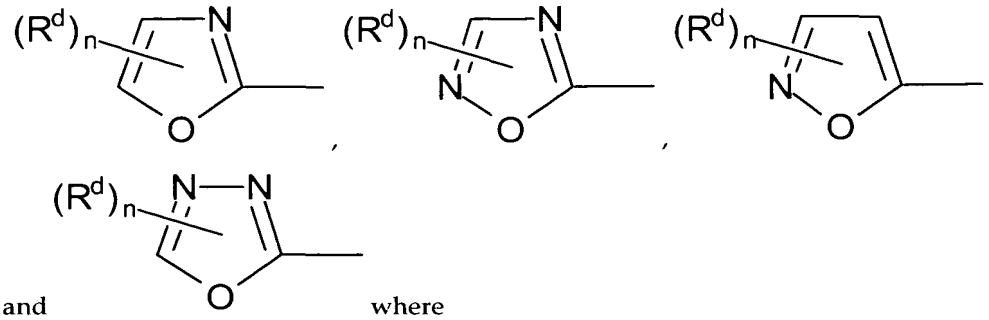
het-C_0-C_6alkyl-NR^n-,

C_6-C_{12}aryl-NR^n- and

het, where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d;

het is selected from the group





and where

R^p and R^d are independently selected from the group

OH,

CN,

NO_2,

halo(F, Cl. Br, I),

OR^n,

SR^n,

SOR^n,

CF_3,

R^c,

$NR^nR^{n'}$,

$NR^n C(=O)-O-R^{n'}$,

$NR^n C(=O)-R^{n'}$,

C_0-C_6alkyl-SO_2-R^n,

C_0-C_6alkyl-SO_2-$NR^nR^{n'}$,

$C(=O)-R^n$,

$O-C(=O)-R^n$,

$C(=O)-O-R^n$ and

$C(=O)-NR^nR^{n'}$,

R^d is a chemical bond when het is a divalent linking group;

R^n and $R^{n'}$ are independently selected from the group

hydrogen,

hydroxy,

C_1-C_6alkyl,

halo(F, Cl, Br, I)-C_1-C_6alkyl,

C_1-C_6alkyl-het,

het-C_1-C_6alkyl,

C_6-C_{12}aryl, and

het;

R^Z is a substituted or unsubstituted group selected from

hydroxy,

C_1-C_{11}alkoxy,

C_3-C_{12}cycloalkoxy,

C_8-C_{12}aralkoxy,

C_8-C_{12}arcycloalkoxy,

C_6-C_{10}aryloxy,

C_3-C_{10}alkylcarbonyloxyalkyloxy,

C_3-C_{10}alkoxycarbonyloxyalkyloxy,

C_3-C_{10}alkoxycarbonylalkyloxy,

C_5-C_{10}cycloalkylcarbonyloxyalkyloxy,

C_5-C_{10}cycloalkoxycarbonyloxyalkyloxy,

C_5-C_{10}cycloalkoxycarbonylalkyloxy,

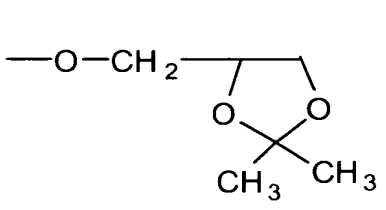
C_8-C_{12}aryloxycarbonylalkyloxy,

C_8-C_{12}aryloxycarbonyloxyalkyloxy,

C_8-C_{12}arylcarbonyloxyalkyloxy,

C_5-C_{10}alkoxyalkylcarbonyloxyalkyloxy,

$(R^n)(R^{n'})N(C_1$-C_{10}alkoxy)-,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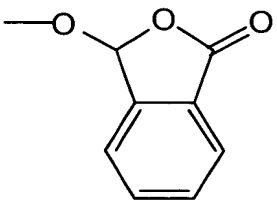
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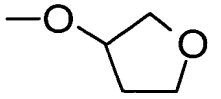
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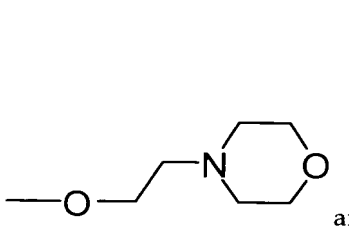
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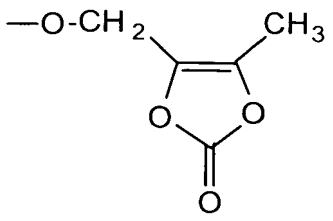

,

where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d ;

Q is absent or is C_0-C_3 alkyl substituted with a group selected from

-N(R^n)-,

-N(R^n)-C(=O)-,

-N(R^n)-C(=O)-O-,

-N(R^n)-C(=O)-N(R^n)-,

-N(R^n)-SO_2-,

-C(=O)-,

-O-C(=O)-N(R^n)-,

-C(=O)-N(R^n)-,

V is absent or is an optionally substituted bivalent group selected from

C_1-C_{11}alkylene,

C_0-C_3alkylene-O-C_0-C_3alkylene,

C_2-C_6alkenylene,

C_0-C_2alkylene-O-C_2-C_4alkenylene,

C_3-C_8cycloalkylene,

C_6-C_{10}aryl-C_0-C_6alkylene,

C_0-C_6alkyl-C_6-C_{10}arylene and

C_0-C_6alky-het;

where the substituents on any alkyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d;

W is a C_0-C_3 -alkyl substituted with a group selected from

R^a,

$NH\text{-}C(=O)\text{-}NR^nR^{n'}$,

$NH\text{-}C(=O)\text{-}R^c$,

$C(=O)\text{-}R^c$,

$C(=O)\text{-}NH\text{-}C(=O)\text{-}R^c$,

$C(=O)\text{-}NH\text{-}C(=O)\text{-}NR^nR^{n'}$,

$C(=O)\text{-}NH\text{-}SO_2\text{-}R^c$,

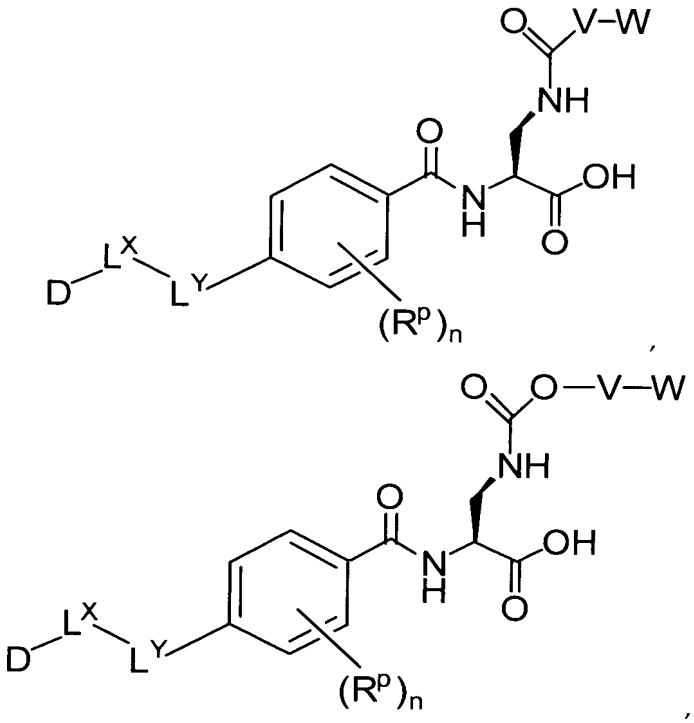
$C(=O)\text{-}NH\text{-}SO_2\text{-}NR^nR^{n'}$,

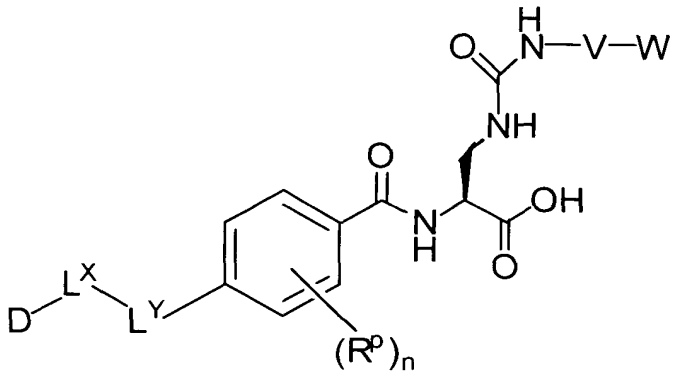
$C(=O)NR^nR^{n'}$,

$NH\text{-}C(=O)\text{-}R^c$ and

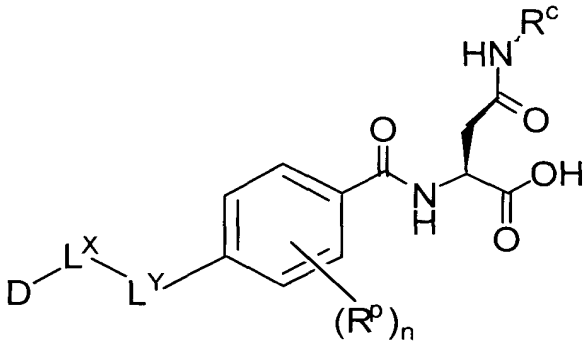
R^c and pharmaceutically acceptable salts thereof.

7) The compound of Claim 6 selected from the group consising of



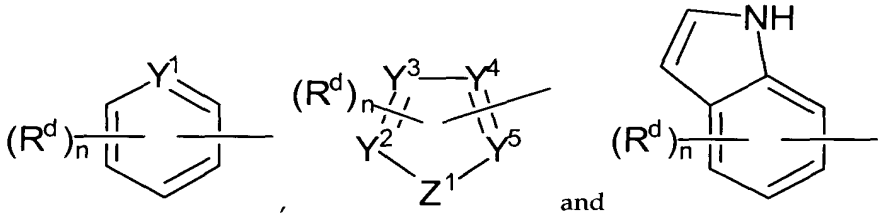


and



where

D is selected from the group



and

where Y^1, Y^2, Y^3, Y^4 and Y^5 are selected from the group CH and CR^d;

Z^1 is selected from the group NR^n, O and S;

n is 0-3;

L^X is selected from the group substituted or unsubstituted

C_2-C_5alkylene,

C_3-C_6cycloalkylene,

C_0-C_3alkylene-NR^n-(C=O)-C_0-C_3alkylene,

C_0-C_3alkylene-(C=O)-NR^n-C_0-C_3alkylene,

C_0-C_3alkylene-O-C_0-C_3alkylene,

C_0-C_3alkylene-NR^n-C_0-C_3alkylene,

C_0-C_3alkylene-(C=O)-C_0-C_3alkylene,

C_0-C_3alkylene-$S(O)_{0-2}$-C_0-C_3alkylene,

C_0-C_3alkylene-NR^n-SO_2-C_0-C_3alkylene,

C_0-C_3alkylene-SO_2-NR^n-C_0-C_3alkylene,

C_0-C_3alkylene-CR^1=CR^2-C_0-C_3alkylene,

C_0-C_3alkylene-C≡C-C_0-C_3alkylene and

C_0-C_3alkylene-het-C_0-C_3alkylene

where the substituits are selected from the group one to three R^1, R^2 and R^3;

L^Y is selected from the group substituted or unsubstituted

C_0-C_2alkylene,

C_0-C_2alkylene-NR^n-(C=O)-C_0-C_2alkylene,

C_0-C_2alkylene-(C=O)-NR^n-C_0-C_2alkylene,

C_0-C_2alkylene-O-C_0-C_2alkylene,

C_0-C_2alkylene-NR^n-C_0-C_2alkylene,

C_0-C_2alkylene-(C=O)-C_0-C_2alkylene,

C_0-C_3alkylene-$S(O)_{0-2}$-C_0-C_3alkylene,

C_0-C_3alkylene-SO_2-NR^n-C_0-C_3alkylene and

C_0-C_2alkylene-aryl-C_0-C_2alkylene

where the substituits are selected from the group one to three R^1, R^2 and R^3;

R^1, R^2 and R^3 are selected from the group

hydrogen,

C_1-C_8alkyl-hydroxy,

halo(F, Cl, Br, I),

halo(F, Cl, Br, I)-C_1-C_8alkyl,

cyano,

isocyanate,

carboxy,
carboxy-C_1-C_{11}alkyl,
amino,
amino-C_1-C_8alkyl,
amino-di(C_1-C_8alkyl),
aminocarbonyl,
carboxamido,
carbamoyl,
carbamoyloxy,
formyl,
formyloxy,
azido,
nitro,
imidazoyl,
ureido,
thioureido,
thiocyanato,
hydroxy,
C_1-C_6alkoxy,
mercapto,
sulfonamido,
phenoxy,
phenyl, and
benzamido;

R^a is selected from the group
hydrogen,
halo(F. Cl, Br, I),
carboxy,
amino,
amino-C_1-C_8alkyl,
aminocarbonyl,
carboxamido,
carbamoyl,
carbamoyloxy,
formyl,
formyloxy,

imidazoyl,

ureido,

hydroxy,

C_1-C_6alkoxy,

sulfonamido,

het,

phenoxy and

phenyl,

R^C is selected from hydrogen and substituted or unsubstituted

C_1-C_{10}alkyl,

C_2-C_{10}alkenyl,

C_2-C_{10}alkynyl,

C_3-C_{11}cycloalkyl,

C_3-C_{10}cycloalkenyl,

C_1-C_6alkyl-C_6-C_{12}aryl,

C_6-C_{10}aryl-C_1-C_6alkyl,

C_1-C_6alkyl-het,

het-C_1-C_6alkyl,

C_6-C_{12}aryl,

C_1-C_{10}alkyl-O-,

C_2-C_{10}alkenyl-O-,

C_2-C_{10}alkynyl-O-,

C_3-C_{11}cycloalkyl-O-,

C_3-C_{10}cycloalkenyl-O-,

C_1-C_6alkyl-C_6-C_{12}aryl-O-,

C_6-C_{10}aryl-C_1-C_6alkyl-O-,

C_1-C_6alkyl-het-O-,

het-C_0-C_6alkyl-O-,

C_6-C_{12}aryl-O-

C_1-C_{10}alkyl-NR^n-,

C_2-C_{10}alkenyl-NR^n-,

C_2-C_{10}alkynyl-NR^n-,

C_3-C_{11}cycloalkyl-NR^n-,

C_3-C_{10}cycloalkenyl-NR^n-,

C_1-C_6alkyl-C_6-C_{12}aryl-NR^n-,

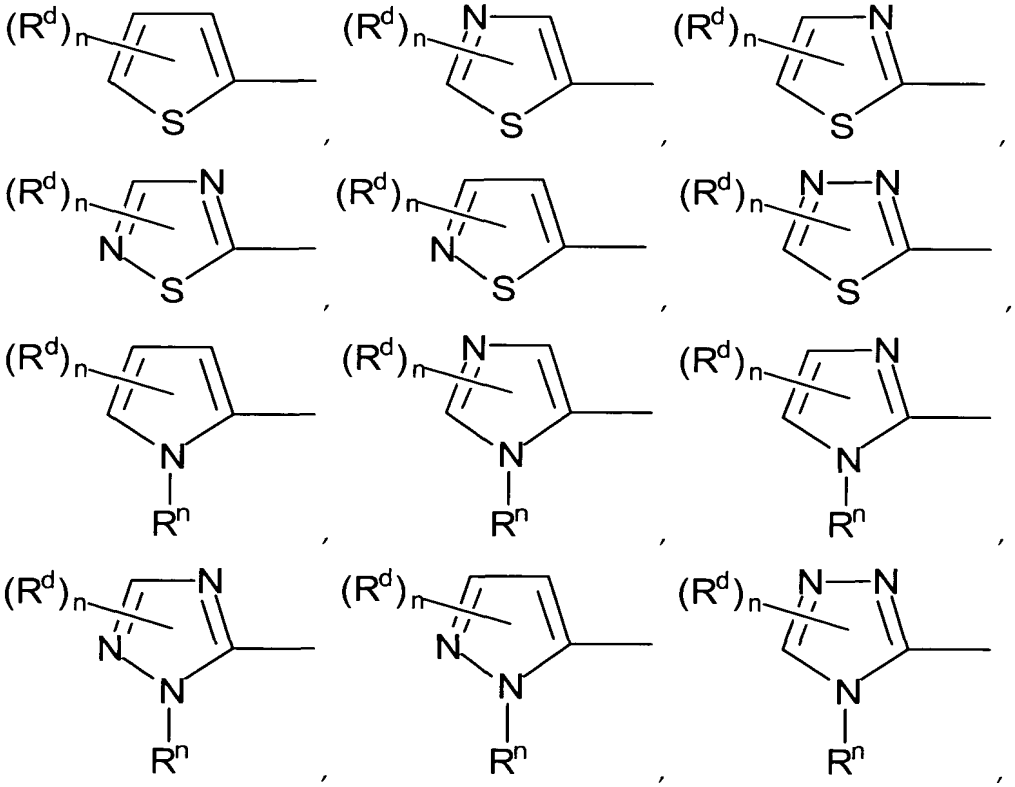
C_6-C_{10}aryl-C_1-C_6alkyl-NR^n-,

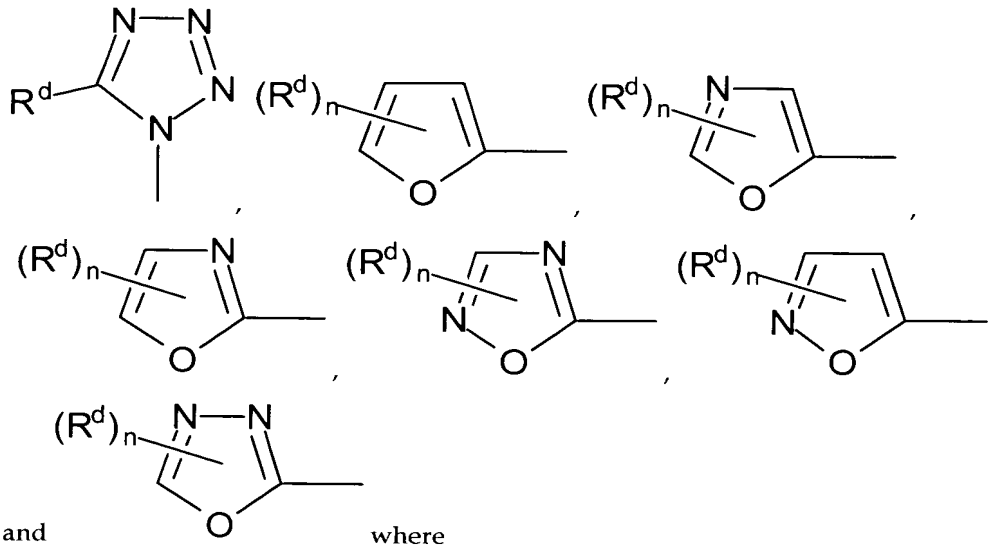
C_1-C_6alkyl-het-NR^n-,

het-C_0-C_6alkyl-NR^n-,

C_6-C_{12}aryl-NR^n- and het, where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d;

het is selected from the group





and where

R^p and R^d are independently selected from the group

OH,

CN,

$NO_{2'}$

halo(F, Cl. Br, I),

OR^n,

SR^n,

SOR^n,

$CF_{3'}$

R^c,

$NR^nR^{n'}$,

NR^n C(=O)-O-$R^{n'}$,

NR^n C(=O)-$R^{n'}$,

C_0-C_6alkyl-SO_2-R^n,

C_0-C_6alkyl-SO_2-$NR^nR^{n'}$,

C(=O)-R^n,

O-C(=O)-R^n,

C(=O)-O-R^n and

C(=O)-$NR^nR^{n'}$,

R^d is a chemical bond when het is a divalent linking group;

R^n and $R^{n'}$ are independently selected from the group

hydrogen,

hydroxy,

C_1-C_6alkyl and

halo(F, Cl. Br, I)-C_1-C_6alkyl;

V is absent or is an optionally substituted bivalent group selected from

C_1-C_6alkylene,

C_0-C_3alkylene-O-C_0-C_3alkylene,

C_2-C_6alkenylene,

C_0-C_2alkylene-O-C_2-C_4alkenylene,

C_3-C_8cycloalkylene,

C_0-C_6alkyl-C_6-C_{10}arylene and

C_0-C_6alky-het;

where the substituents on any alkyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d;

W is selected from the group

hydrogen,

NH-C(=O)-$NR^nR^{n'}$,

NH-C(=O)-R^c,

C(=O)-NH-C(=O)-R^c,

C(=O)-NH-C(=O)-$NR^nR^{n'}$,

C(=O)-NH-SO_2- R^c,

C(=O)-NH-SO_2-$NR^nR^{n'}$,

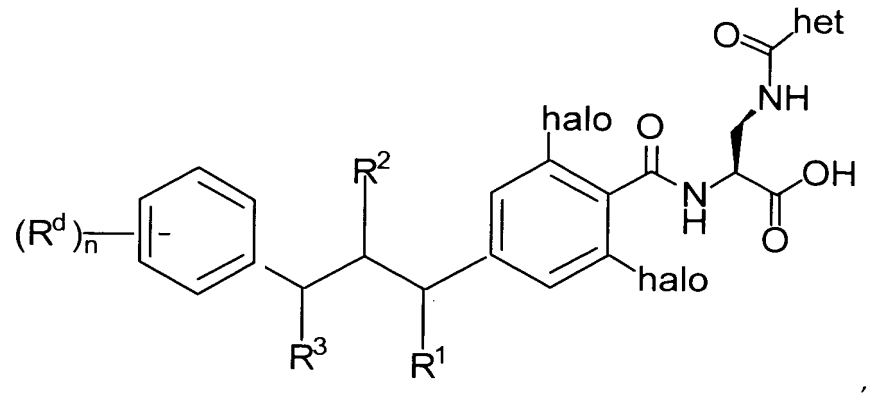
C(=O)$NR^nR^{n'}$,

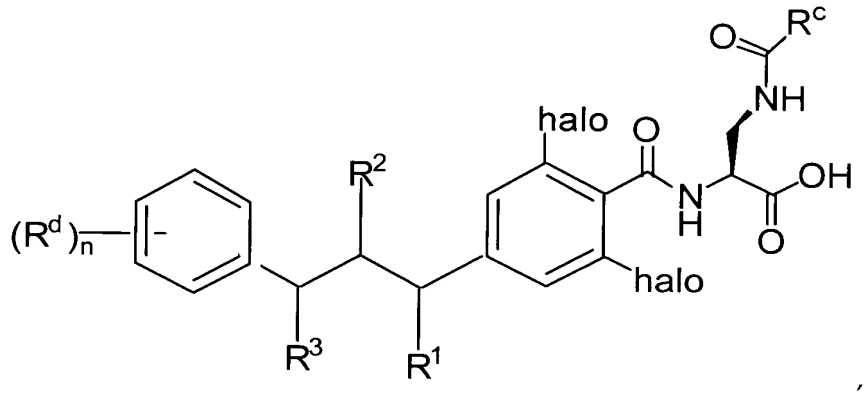
NH-C(=O)-R^c and

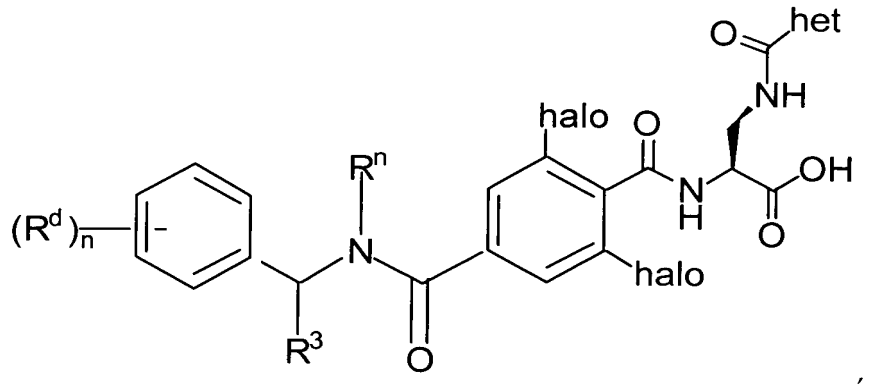
R^d; and

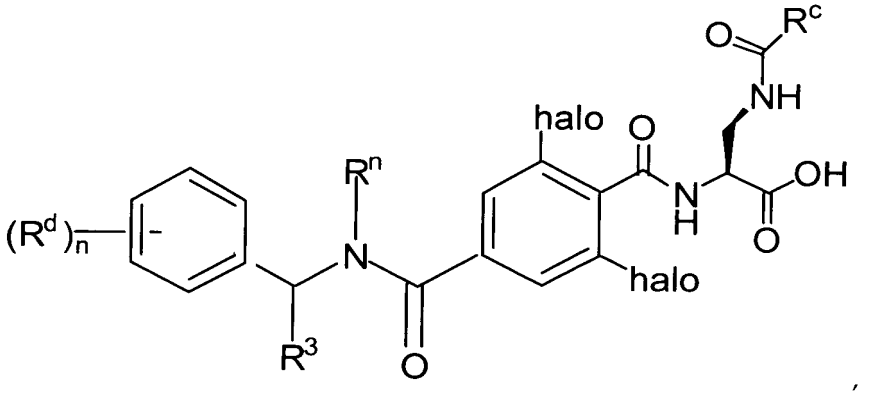
pharmaceutically acceptable salts thereof.

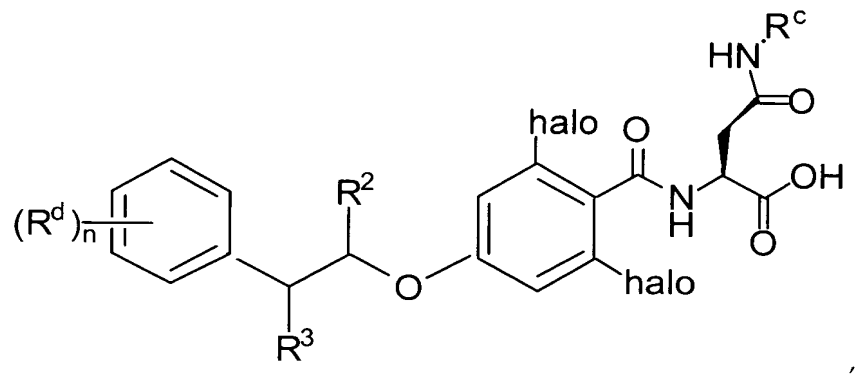
8) The compound of Claim 6 selected from the group consisting of

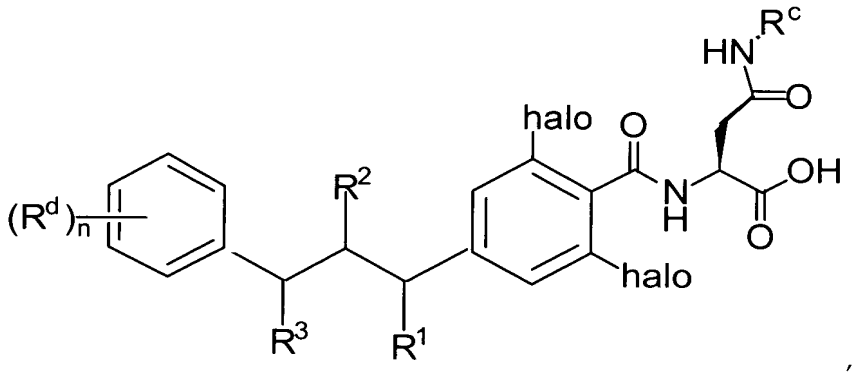


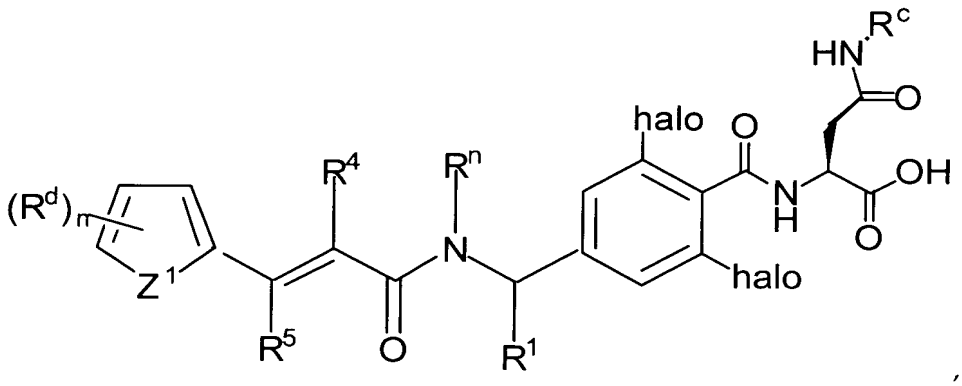


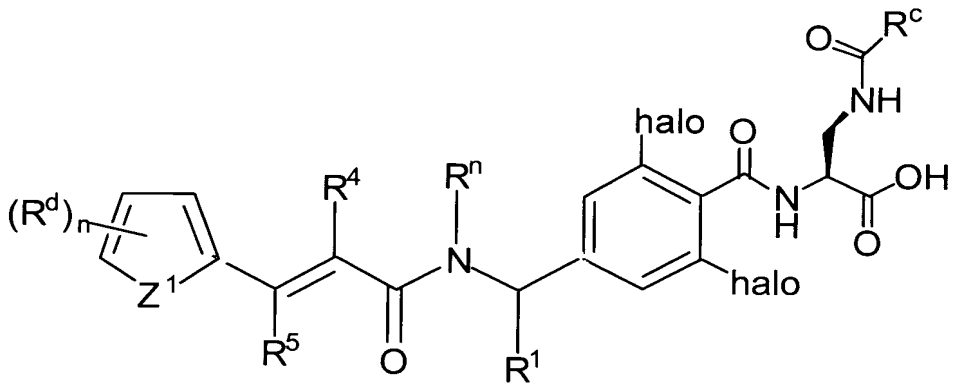












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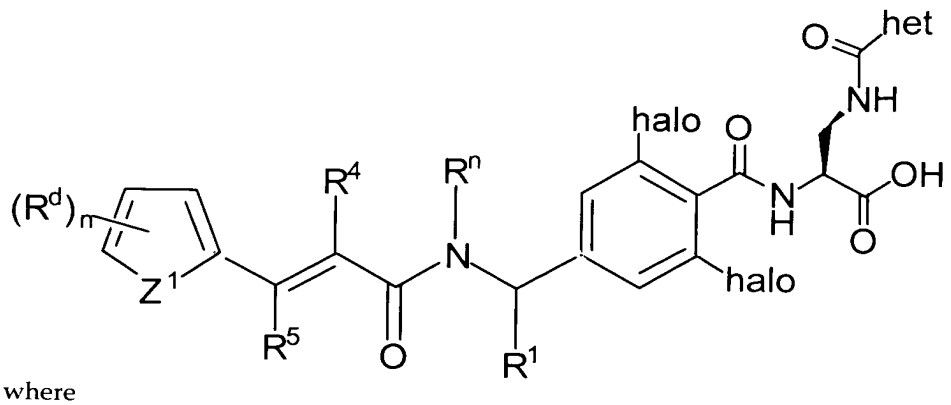


where

R^1, R^2, R^3, R^4,and R^5 are selected from the group

hydrogen,

C_1-C_8alkyl,

C_1-C_8alkyl-hydroxy,

halo(F, Cl, Br, I),

halo(F, Cl, Br, I)-C_1-C_8alkyl,

amino,

amino-C_1-C_8alkyl,

aminocarbonyl-C_0-C_6alkyl,

amino-di(C_1-C_8alkyl),

carboxamido,

carbamoyl,

carbamoyloxy,

formyl,

formyloxy,

ureido,

hydroxy,

C_1-C_6alkoxy,

sulfonamido,

phenyl and

phenoxy,

R^a is selected from the group

hydrogen,

halo(F. Cl, Br, I),

cyano,

isocyanate,
carboxy,
amino,
amino-C_1-C_8alkyl,
aminocarbonyl,
carboxamido,
carbamoyl,
carbamoyloxy,
formyl,
formyloxy,
imidazoyl,
ureido,
hydroxy,
C_1-C_6alkoxy,
sulfonamido,
phenoxy and
phenyl,

R^c is selected from hydrogen and substituted or unsubstituted
C_1-C_{10}alkyl,
C_2-C_{10}alkenyl,
C_2-C_{10}alkynyl,
C_3-C_{11}cycloalkyl,
C_3-C_{10}cycloalkenyl,
C_1-C_6alkyl-C_6-C_{12}aryl,
C_6-C_{10}aryl-C_1-C_6alkyl,
C_1-C_6alkyl-het,
het-C_1-C_6alkyl,
C_6-C_{12}aryl,
C_1-C_{10}alkyl-O-,
C_2-C_{10}alkenyl-O-,
C_2-C_{10}alkynyl-O-,
C_3-C_{11}cycloalkyl-O-,

C_3-C_{10}cycloalkenyl-O-,

C_1-C_6alkyl-C_6-C_{12}aryl-O-,

C_6-C_{10}aryl-C_1-C_6alkyl-O-,

C_1-C_6alkyl-het-O-,

het-C_0-C_6alkyl-O-,

C_6-C_{12}aryl-O-

C_1-C_{10}alkyl-NR^n-,

C_2-C_{10}alkenyl-NR^n-,

C_2-C_{10}alkynyl-NR^n-,

C_3-C_{11}cycloalkyl-NR^n-,

C_3-C_{10}cycloalkenyl-NR^n-,

C_1-C_6alkyl-C_6-C_{12}aryl-NR^n-,

C_6-C_{10}aryl-C_1-C_6alkyl-NR^n-,

C_1-C_6alkyl-het-NR^n-,

het-C_0-C_6alkyl-NR^n-,

C_6-C_{12}aryl-NR^n- and

het, where the substituents on any alkyl, alkenyl or alkynyl are 1-3 R^a and the substituents on any aryl or het are 1-3 R^d;

R^d are independently selected from the group

OH,

C_1-C_6alkyl,

halo(F, Cl. Br, I),

NO_2,

cyano,

OR^n,

SR^n,

SOR^n,

CF_3,

R^c,

$NR^nR^{n'}$,

$NR^n C(=O)\text{-}O\text{-}R^{n'}$,

$NR^n C(=O)\text{-}R^{n'}$,

$C_0\text{-}C_6$alkyl-$SO_2\text{-}R^n$,

$C_0\text{-}C_6$alkyl-$SO_2\text{-}NR^nR^{n'}$,

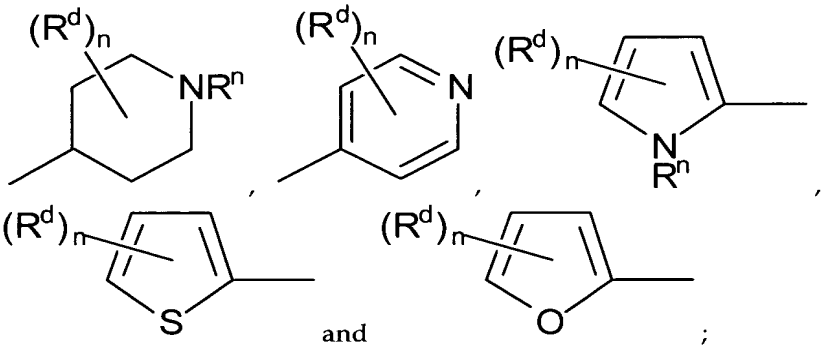
$C(=O)\text{-}R^n$,

$O\text{-}C(=O)\text{-}R^n$,

$C(=O)\text{-}O\text{-}R^n$ and

$C(=O)\text{-}NR^nR^{n'}$,

het is selected from the group



and ;

R^n and $R^{n'}$ are independently selected from the group

hydrogen,

hydroxyl,

$C_1\text{-}C_6$alkyl and

halo(F, Cl. Br, I)-$C_1\text{-}C_6$alkyl;

halo is selected from the group F and Cl;

Z^1 is selected from the group NR^n, O and S;

n is 0-3; and

pharmaceutically acceptable salts thereof.